

County of Loudoun
Department of Planning
MEMORANDUM

DATE: October 22, 2010

TO: Kate A. McConnell, AICP, Project Manager
Land Use Review

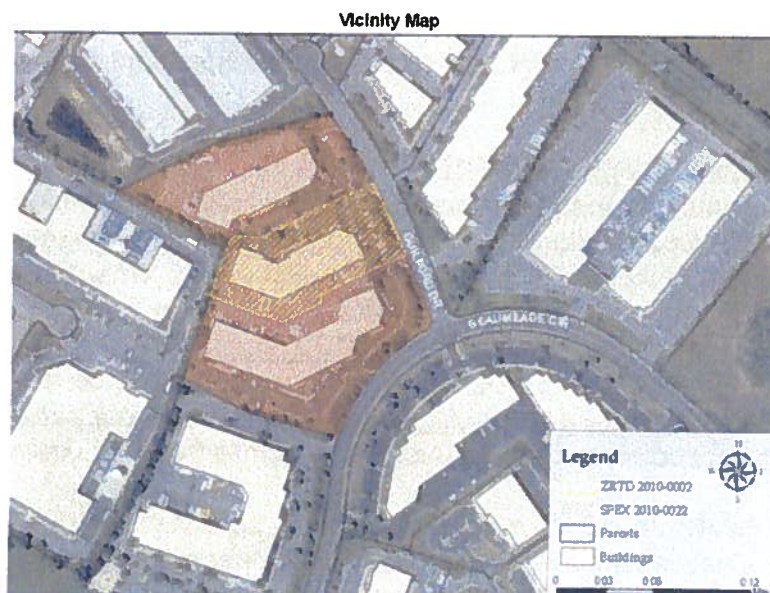
FROM: Sarah Milin, Senior Planner
Community Planning

SUBJECT: ZRTD 2010-0002, CIT Guilford Drive

BACKGROUND

CIT Guilford Drive LLC has submitted an application to rezone approximately 3.46 acres from the PD-IP (Planned Development – Industrial Park) zoning district under the 1972 Zoning Ordinance to PD-IP under the Revised 1993 Zoning Ordinance. The property is located within the Route 28 Highway Improvement Transportation District (Route 28 Tax District). It is also located within the Ldn 60 aircraft noise contour of the AI (Airport Impact) Overlay District. The Applicant has also submitted a separate application for a Special Exception (SPEX 2010-0022, CIT Guilford Drive LLC Data Center) for the subject property as well as two adjacent parcels to permit 100% office/data center uses and a maximum FAR up to 0.6 in the PD-IP district, as shown in the map below. The two adjacent parcels are currently zoned PD-IP under the Revised 1993 Zoning Ordinance.

The subject property is located north of Waxpool Road (Route 625) and west of Loudoun County Parkway (Route 607), on the north side of Beaumeade Circle along Guilford Drive. The W&OD Trail runs just north of the site. The site is currently improved with a single 51,550 square foot flex/warehouse building that was constructed in 1990 as well as associated parking and landscaping areas. Parcels surrounding the site are also



zoned PD-IP and have been developed with warehouse and flex warehouse uses.

This site has been developed as part of the Beaumeade Corporate Park which was designed as a unified industrial park comprised of approximately 60 lots connected by a coordinated road system. The park has unified signage identifying its boundaries and landscaping that provides the park with a campus-style appearance. Beaumeade was originally envisioned as a unified industrial park but, over time, has become more office and retail oriented. Much of the park has developed by-right with flex office, industrial, and warehousing uses, and various special exceptions have been approved allowing expanded office uses as well as civic uses that include schools and churches. Recent approvals within Beaumeade include SPEX 2008-0019, Beaumeade Merritt Tract – Beaumeade Gun Club Training Facility; SPEX 2008-0020, Ideal Schools; and SPEX 2008-0041, Equinix Data Center. All development within Beaumeade Corporate Park is subject to architectural, landscape and signage guidelines and must obtain approval from the Beaumeade Corporate Park Architectural Review Committee.

A review of Loudoun County GIS records indicates the presence of hydric soils, moderately steep slopes, and potential wetland areas on the subject property. No floodplains are present.

COMPLIANCE WITH THE COMPREHENSIVE PLAN

The area is governed by the policies of the Revised General Plan (Suburban Policy Area, Ashburn Community), the Dulles North Area Management Plan, and the Revised Countywide Transportation Plan which designate this area for Business uses. Being the newer of the two plans, the Revised General Plan supercedes the DNAMP when there is a policy conflict between the two (Revised General Plan, Relationship to Other County Planning Documents text, Chapter 1). The policies of the Bicycle and Pedestrian Mobility Master Plan (Bike/Ped Plan) also apply. The subject property is located within the boundaries of the Route 28 Keynote Employment Comprehensive Plan Amendment (CPAM 2009-0001).

ANALYSIS & RECOMMENDATION

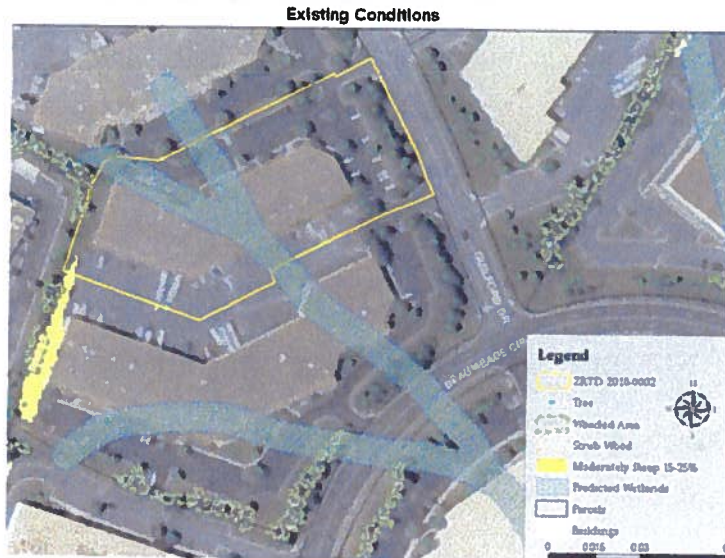
The County supports the continued growth of the Route 28 Tax District, both for the District's contribution to the transportation improvements to Route 28 and to the economy of the County (Revised General Plan, Chapter 4, Route 28 text). The Plan also encourages property owners located within the Route 28 Tax District that own property governed under the 1972 Zoning Ordinance to opt into the Revised 1993 Zoning Ordinance in order to provide consistent development patterns within the Tax District (Revised General Plan, Chapter 4, Economic Development, Policy 14). As such, the proposed conversion to the most current zoning ordinance is appropriate.

The Route 28 Keynote Employment Comprehensive Plan Amendment (CPAM 2009-0001) was initiated by the Board of Supervisors in February 2009 to consider retaining or changing the Keynote Employment designation noted within the Revised General Plan for properties generally located between Route 7 to the north, Fairfax County to the south, Atlantic Boulevard to the east, and Broad Run to the west. The boundaries of the CPAM were amended by the Board of Supervisors at the September 8, 2010

Business Meeting to include the entire Route 28 Tax District within Loudoun County, including the subject property. The draft CPAM policies are currently being vetted by the Planning Commission subcommittee with a public hearing before the full Commission anticipated in November 2010.

Staff must analyze the proposal under current policy until an alternative is finalized and adopted by the Board of Supervisors.

Staff notes that the County's Predictive Wetlands Model indicates that wetlands may exist on a small portion of the site (see Existing Conditions map). County GIS records also indicate that moderately steep slopes are present in the southwest quadrant of the site. Additional discussion regarding the protection of these potential on-site resources will be provided in the referral for SPEX 2010-0022, CIT Guilford Drive LLC Data Center.



Staff recommends approval of the zoning conversion.

cc: Julie Pastor, AICP, Director, Department of Planning
Cindy Keegan, AICP, Program Manager, Community Planning (via email)

COUNTY OF LOUDOUN
DEPARTMENT OF BUILDING AND DEVELOPMENT
ZONING REFERRAL



DATE: October 21, 2010

TO: Kate A. McConnell, Project Manager

CC: Marilee L. Seigfried, Deputy Zoning Administrator

FROM: Teresa Miller, Planner, Zoning Administration

CASE NUMBER AND NAME: ZRTD-2010-0002 CIT Guilford Drive

LCTM: /80///7////18/

MCPI: 060-29-2809

PLAN SUBMISSION NUMBER: 1st Submission

I. Application Summary

The applicant is proposing to rezone the above referenced parcel, comprised of approximately 3.46 acres, from PD-IP (Planned Development – Industrial Park) administered under the 1972 Loudoun County Zoning Ordinance to PD-IP under the Revised 1993 Loudoun County Zoning Ordinance. The property is located within the Route 28 Tax District.

The following issues must be addressed for the application to be in conformance with the requirements of the Revised 1993 Loudoun County Zoning Ordinance.

II. Critical Issues

1. At this time, no critical zoning issues are associated with this application.

III. Plan Comments

1. Please update the application number on all sheets as necessary to reference the application number ZRTD-2010-0002.
2. Sheet 3 – Concept Development Plan – Zoning Tabulations Section 4-505(B)(4)(B) contains an extra character within the word “indi-vidual”.
3. Sheet 3 – Zoning Tabulations - Update the plan to include maximum building height.

4. Sheet 3 – Concept Development Plan - Delineate and label the required yards as required in Section 4-500.
5. The scale listed on Sheet 2 is listed as 1" = 40' while the scale on Sheet 3 is listed as 1" = 50'. The scale on both sheets appears to be the same. Please verify the scale of each sheet and update as necessary.


IV. Proffers

1. Staff requests to see proffers in conjunction with the second submission for this application.

County of Loudoun
Office of Transportation Services
MEMORANDUM

DATE: October 19, 2010

TO: Kate McConnell, Project Manager,
Department of Planning

FROM: George Phillips, Senior Transportation Planner 

**SUBJECT: ZRTD 2010-0002 - CIT Guilford Drive
First Referral**

Background

This Zoning Map Amendment in the Route 28 Tax District (ZRTD) proposes to convert a 3.45-acre site from PD-IP under the 1972 Zoning Ordinance to PD-IP under the Revised 1993 Zoning Ordinance. There is an occupied 51,500-square-foot flex industrial building already on the property. The site is located within the Beaumeade Corporate Park on the southwest side of Guilford Drive. A vicinity map is provided as *Attachment 1*. Generally speaking, approval of this type of application would permit the Applicant to utilize a broader range of compatible land uses than is presently afforded under the 1972 Zoning Ordinance.

This review is based on materials received from the Department of Planning on September 27, 2010, including (1) an information sheet dated September 27, 2010, (2) a zoning amendment plat dated August 10, 2010 from J 2 Engineers, Inc., and (3) Traffic Statement for Route 28 ZMAP Applications to the Current Zoning Ordinance which discusses the traffic impacts of different key land uses under the 1972, 1993 and Revised 1993 Zoning Ordinances. This is included in *Attachment 2*.

Existing, Planned and Programmed Transportation Facilities

According to the Revised General Plan, the site is located within the Suburban Policy Area (Ashburn Community). Major roadways serving the site are described below. OTS' review of existing and planned transportation facilities is based on the Revised Countywide Transportation Plan (2010 CTP) and the 2003 Bicycle & Pedestrian Mobility Master Plan (2003 Bike & Ped Plan).

Guilford Drive - is an urban four-lane undivided local roadway which extends to its public road terminus approximately 1,000 feet northwest of Beaumeade Circle. It continues northwest as a

private two-lane travel way and connects to the parking lot of an existing building. Access to Smith Switch Road is available through this parking lot. There are no plans to widen Guilford Drive. There are no pedestrian facilities along Guilford Drive. Guilford Drive has not been accepted into the VDOT secondary road system. There are no available VDOT or traffic study counts available for Guilford Drive, however, based on the number and size of existing buildings which access Guilford Drive, the roadway daily traffic is estimated to be less than 3,000 vehicle trips per day.

Beaumeade Circle (Route 3037) - is an urban four-lane undivided local roadway which creates a loop within Beaumeade Corporate Park and intersects with Loudoun County Parkway at two locations. It includes a posted speed limit of 35 mph. There are no plans to widen this road. Although 2009 VDOT counts for this segment of Beaumeade Circle are not available, a review of the PM peak hour traffic data from the most recent available traffic information in the vicinity (the traffic study dated May 30, 2008 by Patton, Harris, Rust & Associates, Inc. for the Equinix Data Center) indicates that this road segment carries approximately 8,100 daily vehicle trips in the vicinity of the Beaumeade Circle (south) / Loudoun County Parkway intersection. The 2003 Bike & Ped Plan shows that the southern portion of Beaumeade Circle falls within a Pedestrian Improvement Area shown in the vicinity of the Waxpool Road (Route 625)/Loudoun County Parkway intersection. There are pedestrian facilities along portions of Beaumeade Circle in the vicinity of Guilford Drive.

Loudoun County Parkway (Route 607) - is a controlled access, minor arterial roadway constructed for the most part as a four-lane median divided facility between Harry Byrd Highway (Route 7) and Waxpool Road (Route 625) and as a six-lane divided road between Waxpool Road (Route 625) and the Dulles Greenway (Route 267). There is a short two-lane segment between Gloucester Parkway (Route 2150) and Redskin Park Drive. A traffic signal is in place at the Loudoun County Parkway/Waxpool Road (Route 625) intersection. Loudoun County Parkway has a posted 45-mph speed limit in the vicinity of Beaumeade Circle (south). Separate left- and right-turn lanes are in place at the Loudoun County Parkway/Beaumeade Circle intersections which are unsignalized. The 2010 CTP calls for Loudoun County Parkway to be a controlled access, six-lane divided minor arterial within a 120-foot right-of-way, a 50-mph design speed and turn lanes at all intersections. Adequate right-of-way already exists to accommodate widening Loudoun County Parkway to six lanes in Beaumeade when necessary. Although there are no 2009 VDOT counts for this segment of Loudoun County Parkway, a review of the PM peak hour traffic data from the most recent available traffic information in the vicinity (the traffic study dated May 30, 2008 by Patton, Harris, Rust & Associates, Inc. for the Equinix Data Center) indicates that this road segment carries approximately 18,200 daily vehicle trips in the vicinity of the Beaumeade Circle south/ Loudoun County Parkway intersection. The 2003 Bike & Ped Plan categorizes Loudoun County Parkway as a "baseline connecting roadway" along which bicycle and pedestrian facilities are envisioned. In addition, a portion of Loudoun County Parkway falls within a Pedestrian Improvement Area shown in the vicinity of the Waxpool Road (Route 625)/Loudoun County Parkway intersection. There is currently an asphalt multi-use trail on the west side of Loudoun County Parkway from Beaumeade Circle (north) south to Cape Court.

Smith Switch Road (Route 1950) - is an unpaved roadway between Gloucester Parkway (Route 2150) and approximately 350 feet north of Chillum Place. It transitions to a paved two-lane roadway south to Hastings Drive and then to a four-lane roadway south to Waxpool Road (Route 625). It is currently closed to through traffic between the W & OD Trail and Chillum Place for a two-lane paving project; the adjacent Merritt at Beaumeade and Stonegate developments are paving this approximately 1400-foot segment of roadway (expected to be completed by the end of the year). There are no recent VDOT traffic counts for Smith Switch Road. The 2010 CTP calls for Smith Switch Road to be a local access four-lane undivided urban collector within a 70-foot right-of-way, a 40-mph design speed and turn lanes at major intersections. The 2003 Bike & Ped Plan categorizes Smith Switch Road as a “baseline connecting roadway” along which bicycle and pedestrian facilities are envisioned. There are currently no pedestrian facilities along the unpaved segment. However, a paved trail does exist along the east side of Smith Switch Road between Waxpool Road (Route 625) and approximately 350 feet north of Chillum Place. The current paving project on Smith Switch Road will include an 8-foot wide trail along the west side of the road.

Review of Traffic Statement for Route 28 ZMAP Applications to the Current Zoning Ordinance

The traffic statement included with this application was approved by the Board of Supervisors on May 20, 2008 (see *Attachment 2*). The purpose of this generalized traffic statement is to expedite the processing of “zoning conversion” (ZRTD) applications. The preparation and scoping of a separate traffic study requires additional time and expense prior to the acceptance of rezoning and special exception applications at the initial checklist stage. The use of a “ready-made” generalized traffic statement, which the Applicant includes with the submission, helps to facilitate this process. The traffic statement provides information for major roads and certain intersections in the Route 28 corridor, including comparison of existing and future traffic volumes and levels-of-service (LOS).

The generalized traffic statement indicates that the signalized Waxpool Road (Route 625)/Loudoun County Parkway (Route 607) intersection (the nearest intersection included in the generalized traffic statement) operated at LOS F in the A.M. peak hour and LOS F in the P.M. peak hour based on traffic data from the 2006-2008 time frame. The generalized traffic statement also forecasts that the Waxpool Road (Route 625)/Loudoun County Parkway (Route 607) intersection would operate at LOS F in the A.M. peak hour and LOS F in the P.M. peak hour in 2010.

Trip Generation Information

It is unclear from the application materials as to the specific amount of development or type of uses being proposed. However, it is understood that the Revised 1993 Zoning Ordinance allows up to 0.4 FAR, by-right, which would yield a maximum of 60,262 square feet of PD-IP uses on the 3.45-acre site. Based on ITE's Trip Generation 8th Edition trip rates for light industrial uses, this would generate 18 A.M. peak hour, 77 P.M. peak hour and, 348 daily vehicle trips. If developed with the same amount of office uses, which is another by-right option in the PD-IP

district, the site would generate 125 A.M. peak hour, 146 P.M. peak hour and 903 daily vehicle trips. However, please note that the proposed specific uses are not understood by OTS as they were not specified in the application.

Transportation Comments

1. The specific uses proposed with this application have not been detailed. OTS understands that zoning conversions typically do not involve a specified land use and that the Board of Supervisors wishes to facilitate the conversions by not requiring detailed plans and studies. Therefore, OTS is not making specific observations and recommendations regarding traffic impacts for this proposed conversion.
2. Due to the absence of specific development information, the Applicant's concept development plan cannot be evaluated for specific transportation related improvements. Therefore, it is unclear what site-specific transportation related improvements would be needed.

Conclusion

Due to the general nature of this type of proposal, OTS has provided comments for information only and, therefore, has no recommendation on this application.

ATTACHMENTS

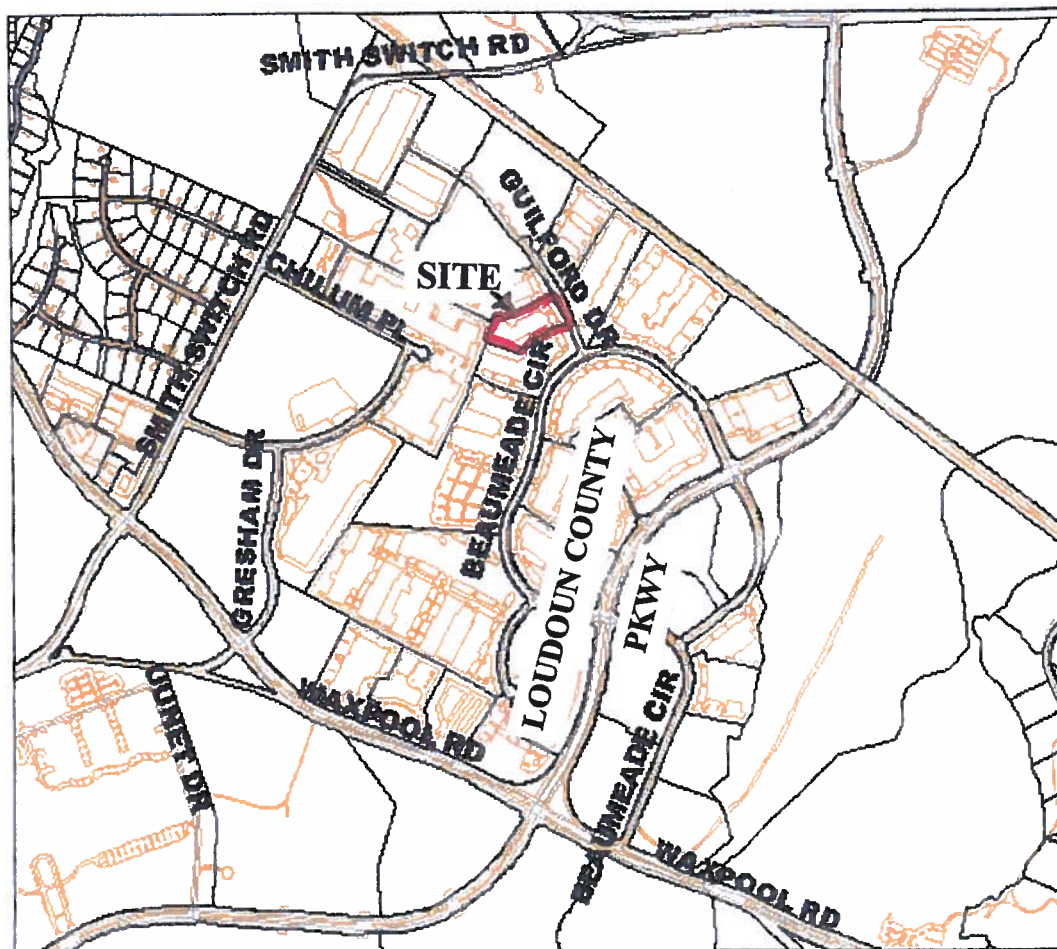
1. Site Vicinity Map
2. Traffic Statement For Route 28 ZMAP Applications to the Current Zoning Ordinance

cc: Andrew Beacher, Director, OTS
Lou Mosurak, Senior Coordinator, OTS

Loudoun County Mapping System



7,059,189



7,051,885

11,775,168

Map Width=8,350 feet

11,783,518

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TRAFFIC STATEMENT FOR ROUTE 28 ZMAP APPLICATIONS TO THE CURRENT ZONING ORDINANCE (AKA ZONING CONVERSIONS)

INTRODUCTION

The purpose of this report is to provide traffic information which will aid the Board of Supervisors in understanding the traffic situation in the Route 28 corridor as part of their review of proposed zoning conversions. This report provides information for major roads and intersections in the Route 28 corridor including road descriptions, levels of service at major intersections and daily traffic volumes on the major road links in the Route 28 corridor. This includes an existing condition and traffic counts and intersection levels of service projected to the year 2010.

In order to understand the traffic impacts of different land uses, a comparison of the trips generated between several key uses allowed under the 1972 and 1993 Loudoun County Zoning Ordinances is also provided. It is envisioned that this report would, in most cases, negate the need for individual traffic studies to be submitted for individual proposed zoning conversions, thus providing a more streamlined process.

BACKGROUND INFORMATION

The PDIP district is established for light and medium industrial uses, office uses, and necessary supporting accessory uses and facilities, designed with a park-like atmosphere to complement surrounding land uses by means of appropriate siting of buildings and service areas, attractive architecture, and effective landscape buffering.

PDIP districts are generally located in areas served by one or more major arterial or collector roads, by public water and sewer, and consistent with locations identified in the Comprehensive Plan for industrial use. When mapped, the district is no less than twenty (20) acres in size. Incremental and contiguous additions of a minimum of one (1) acre to an existing PDIP zoning district is allowed. Incremental additions demonstrate their relationship and compatibility with the previously approved district to which it is being added.

The PDOP district (Planned Development Office Park) is established primarily for administrative, business and professional offices and necessary supporting accessory uses and facilities, designed with a park like atmosphere and environmentally sensitive design to accommodate and complement existing natural features including extensive landscaping, low ground coverage by buildings, buildings of moderate height, and careful attention to such aesthetic considerations as location and size of signs, lighting, parking and service areas and the like.

The PDOP district shall be no less than five (5) acres and shall be located:

- 1) On arterial or collector roads.

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- 2) In areas served by public water and sewer facilities.
- 3) In areas compatible with other commercial development.
- 4) As envisioned in the Comprehensive Plan.

Incremental and contiguous additions of a minimum of one (1) acre to an existing PDOP zoning district shall be allowed. Incremental additions must demonstrate their relationship and compatibility with the previously approved district to which it is being added.

ROADWAY NETWORK

A description of the existing roadway network within the vicinity of the PDIP district is presented below:

- Route 7 (Harry Byrd Highway – from Cascade Parkway west to Algonkian Parkway) is a six-lane, controlled access, median divided, principal arterial with grade separated interchange at Cascade Parkway. Individual site access occurs along this section. The current posted speed limit on this road is 55 mph within the vicinity of the project site.
- Route 7 (Harry Byrd Highway – from Algonkian Parkway west to Ashburn Village Boulevard) is a six-lane, controlled access, median divided, principal arterial with grade separated interchanges at Algonkian Parkway/Atlantic Boulevard and Route 28. Left and right turn lanes are provided at all intersections. The current posted speed limit on this road is 55 mph within the vicinity of the project site.
- Route 28 (Sully Road – from Route 625 north to Route 7) is a six-lane, controlled access, median divided, principal arterial with grade-separated interchanges at Route 625 and Route 7. Left and right turn lanes are provided at all intersections. The current posted speed limit on this road is 55 mph within the vicinity of the project site.
- Route 625 (Church Road – from Route 637 west to Ruritan Circle (west)/Davis Drive) is a two to four-lane, local access, undivided, major collector with current posted speed limit of 35 mph within the vicinity of the project site.
- Route 625 (Church Road – from Ruritan Circle (west)/Atlantic Boulevard west to Route 28) is a four-lane, limited access, median divided, major collector with grade-separated interchange at Route 28. The road alignment was shifted north of the existing alignment to provide desirable interchange design. Left and right turn lanes are provided at its intersection with Atlantic Boulevard. The current posted speed limit on this road is 35 mph within the vicinity of the project site.
- Route 625 (Waxpool Road – from Route 28 west to Pacific Boulevard) is a six-lane, limited access, median divided, major collector with grade-separated interchange at Route 28. The road alignment was shifted north of the existing alignment to provide desirable interchange design. Left and right turn lanes are provided at its intersection with Pacific Boulevard. The current posted speed limit on this road is 45 mph within the vicinity of the project site.

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- Route 625/Route 640 (Waxpool Road/Farmwell Road – from Pacific Boulevard west to Route 641) is a four to six lane, controlled access, median divided, major collector with left and right turn lanes at all intersections. The current posted speed limit on this road is 45 mph within the vicinity of the project site.
- Route 28 East Collector Road (Atlantic Boulevard – from Route 625 north to Route 7) is a four-lane, controlled access, median divided, major collector with grade-separated interchange at Route 7 with Algonkian Parkway. Left and right turn lanes are required at all intersections. The current posted speed limit on this road is 45 mph within the vicinity of the project site.
- Route 28 East Collector Road (Davis Drive – south of Route 625) is a four-lane, local access, undivided, major collector with left and right turn lanes at major intersections. The current posted speed limit on this road is 35 mph within the vicinity of the project site.
- Route 28 West Collector Road (Pacific Boulevard – from Route 625 north to just south of W&OD trail crossing) is a four-lane, controlled access, median divided, major collector with left and right turn lanes at all intersections. The current posted speed limit on this road is 35 mph within the vicinity of the project site.
- Route 28 West Collector Road (Pacific Boulevard – from West Severn Way north approximately 700 feet) is a four-lane, local access, undivided, minor collector with left and right turn lanes at major intersections.
- Route 607 (Loudoun County Parkway – from Smith Switch Road south to Redskins Drive) is a two-lane, local access, secondary road with 7 foot travel lanes. The current posted speed limit on this road is 25 mph within the vicinity of the project site. It should be noted that Route 607 was closed to vehicular traffic from Route 7 south to Smith Switch Road due to construction work along this section.
- Route 607 (Loudoun County Parkway – from Redskins Drive south to Route 625) is a four-lane, controlled access, median divided, minor arterial with left and right turn lanes at major intersections. The current posted speed limit on this road is 45 mph within the vicinity of the project site.
- Route 607 (Loudoun County Parkway – south of Route 625) is a six-lane, controlled access, median divided, minor arterial with left and right turn lanes at all intersections. The current posted speed limit on this road is 45 mph within the vicinity of the project site.
- Route 637 (Potomac View Road – from Route 625 north to Cascade Parkway at Nokes Boulevard) is a four-lane, controlled access, median divided, major collector with single left and right turn lanes at all intersections. The current posted speed limit on this road is 45 mph within the vicinity of the project site.
- Route 638 Relocated (Nokes Boulevard – from Route 28 east to Route 637/Cascade Parkway at Potomac View Road) is a four-lane, controlled access, median divided, major collector with left and right turn lanes at major intersections. The current posted speed limit on this road is 45 mph within the vicinity of the project site.

- Route 636 (Shaw Road – from Route 625 to Route 606) is a two-lane, local access, undivided, minor collector with left and right turn lanes at major intersections.
- Route 846 (Sterling Boulevard – from Route 28 to Route 7) is a four-lane, local access, median divided, major collector with left and right turn lanes at all intersections.

Figure 1 shows the existing and planned (near future) roadway network surrounding the PD-IP district.

TRAFFIC VOLUMES AND LOS (EXISTING AND PROJECTED)

Traffic volume data was summarized for the existing conditions with the base year of 2006. The Virginia Department of Transportation (VDOT) provides count data on major roadway links for both hourly and daily 2way volume estimates. The road link traffic volumes shown on Figure 2 are based on the latest available (2006) VDOT traffic counts data.

A number of traffic studies have been prepared for projects in this area and have been submitted and reviewed by the County and VDOT. These studies have included projections for future years based on approved developments and historical growth in traffic. These studies have been referenced to develop future year 2010 traffic volumes for the primary roadway links within the study area. Those 2010 daily and hourly two way link volumes are shown on the attached Figure 2.

The traffic studies identified previously have also included information for both existing and future year levels of service. Levels of Service (ranging from A to F) represent an operational assessment of the intersections ability to accommodate the traffic demand. Level of Service A identifies an intersection has capacity in excess of demand. Level of Service E represents that an intersection has reached its capacity and cannot process any increase in demand. Level of Service F represents an intersection where demand is in excess of capacity. Level of Service data is provided on the attached Figure 3 for both the existing and 2010 conditions.

Figure 1: Existing Roadway Network

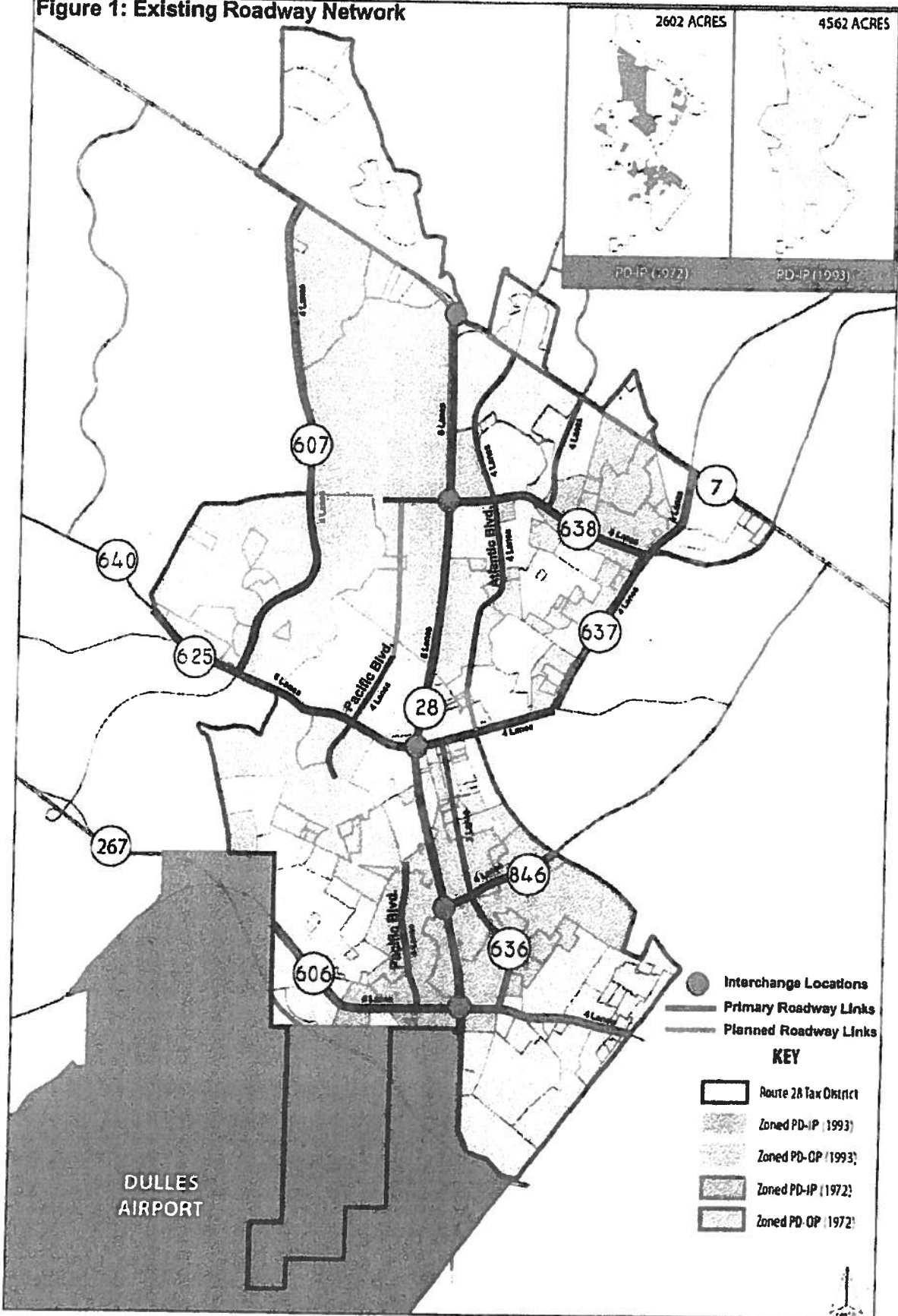
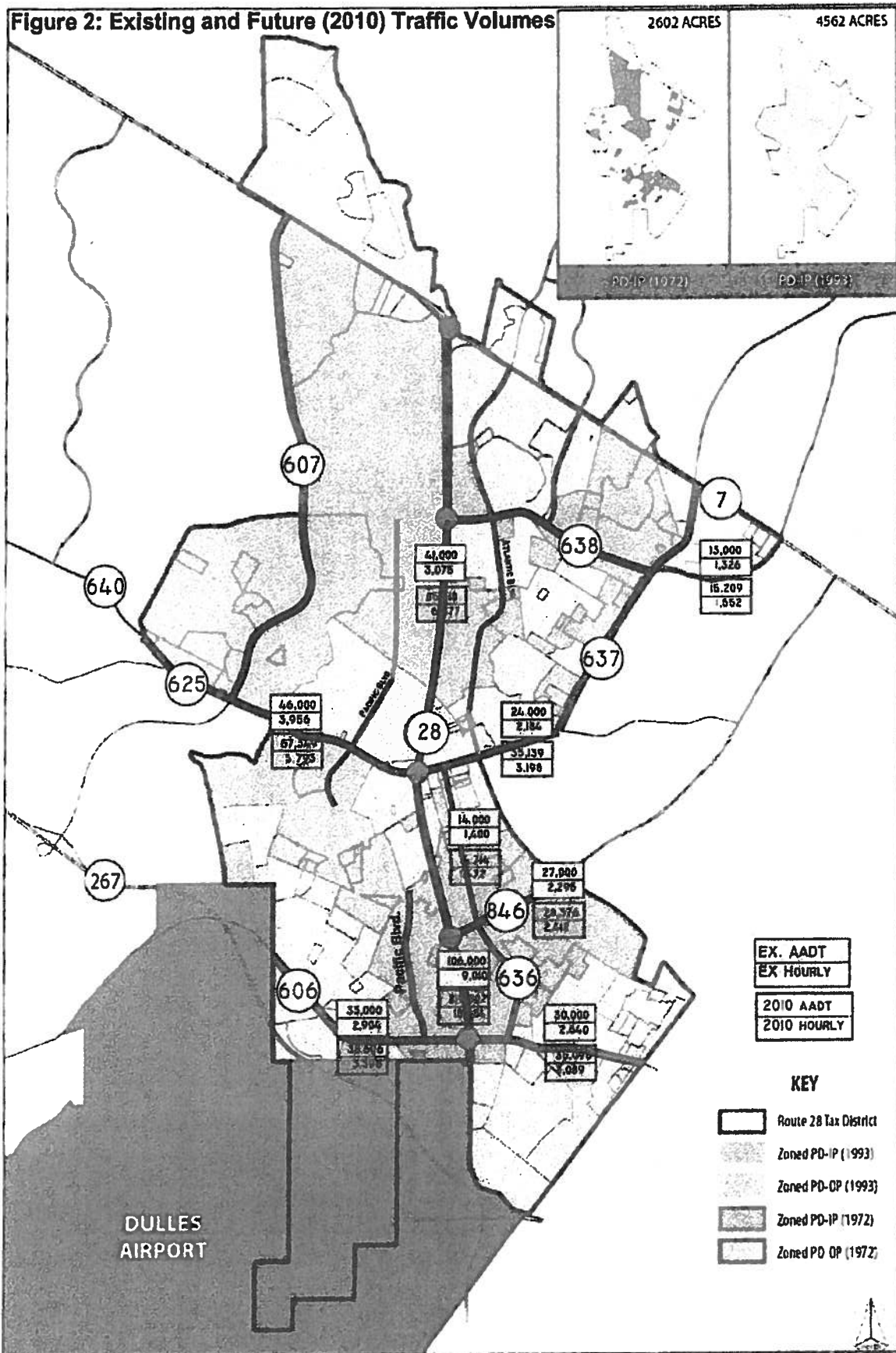
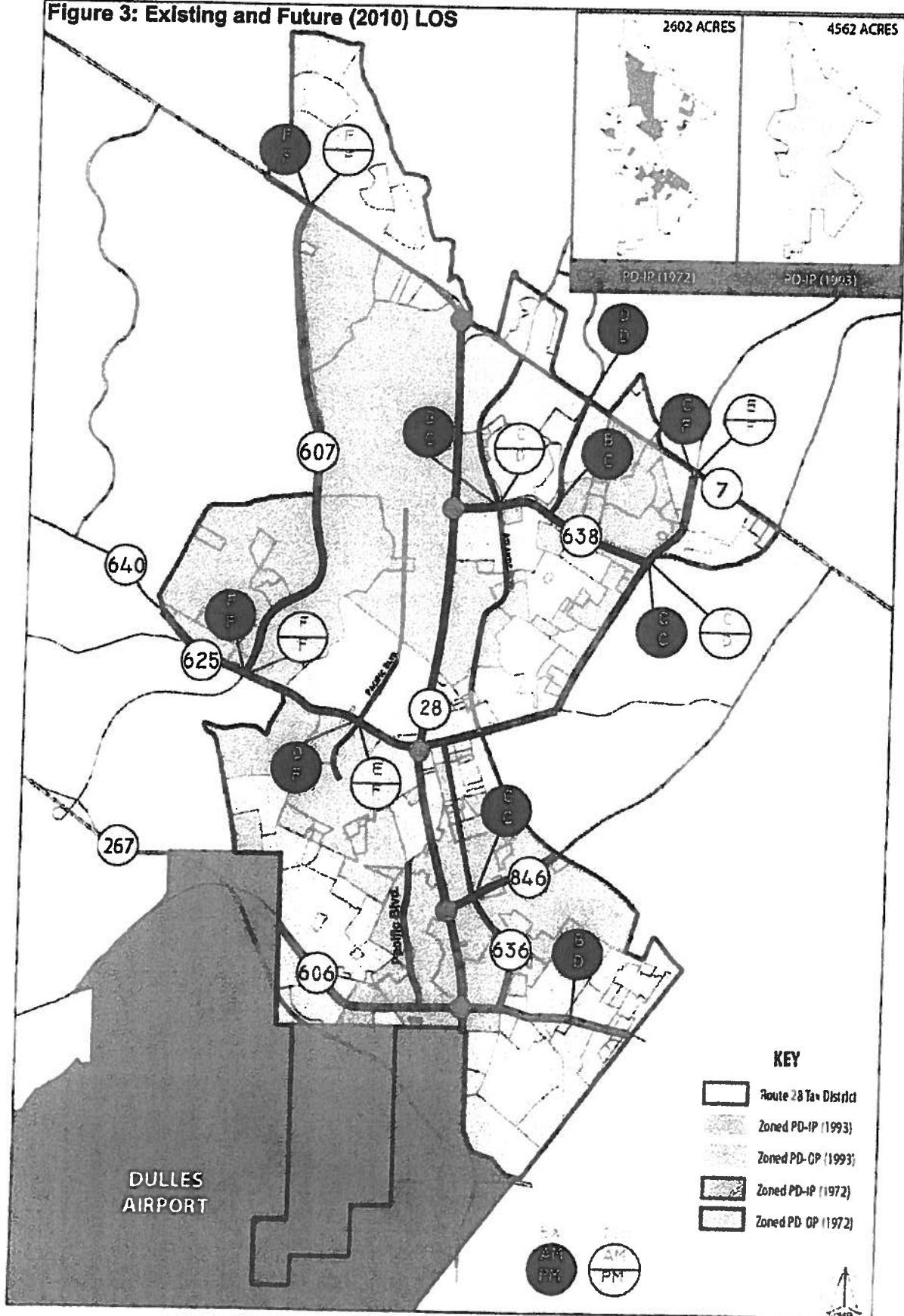


Figure 2: Existing and Future (2010) Traffic Volumes



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Figure 3: Existing and Future (2010) LOS



TRIP GENERATION COMPARISON – PD-IP

A comparison of the trips generated by the highest intensity permitted uses for PD-IP district based on the 1972 Zoning Ordinance, 1993 Zoning Ordinance and 1993 Revised Zoning Ordinance was conducted. The results of the comparison are shown in the following table. For the purposes of this analysis, an average parcel size of 20 acres was assumed along with an FAR of 0.4:

Table 1: Trip Generation Comparison for Peak Hour Trips

1972 PD-IP (A)	R1993 PD-IP (B)	1993 PD-IP (C)	(B) - (A)	(C) - (B)
Research and Development	Office	Post Office	143*	291**
	Office	Walk-in Bank		293^
	Office	Health and Fitness Center		92^^

* 20 Acre Parcel – 0.4 FAR

** 31,000 SF (Avg. Size for Post Office)

^ 5,000 SF (Avg. Size for Walk-in Bank)

^^36,000 SF (Avg. Size for Health and Fitness Center)

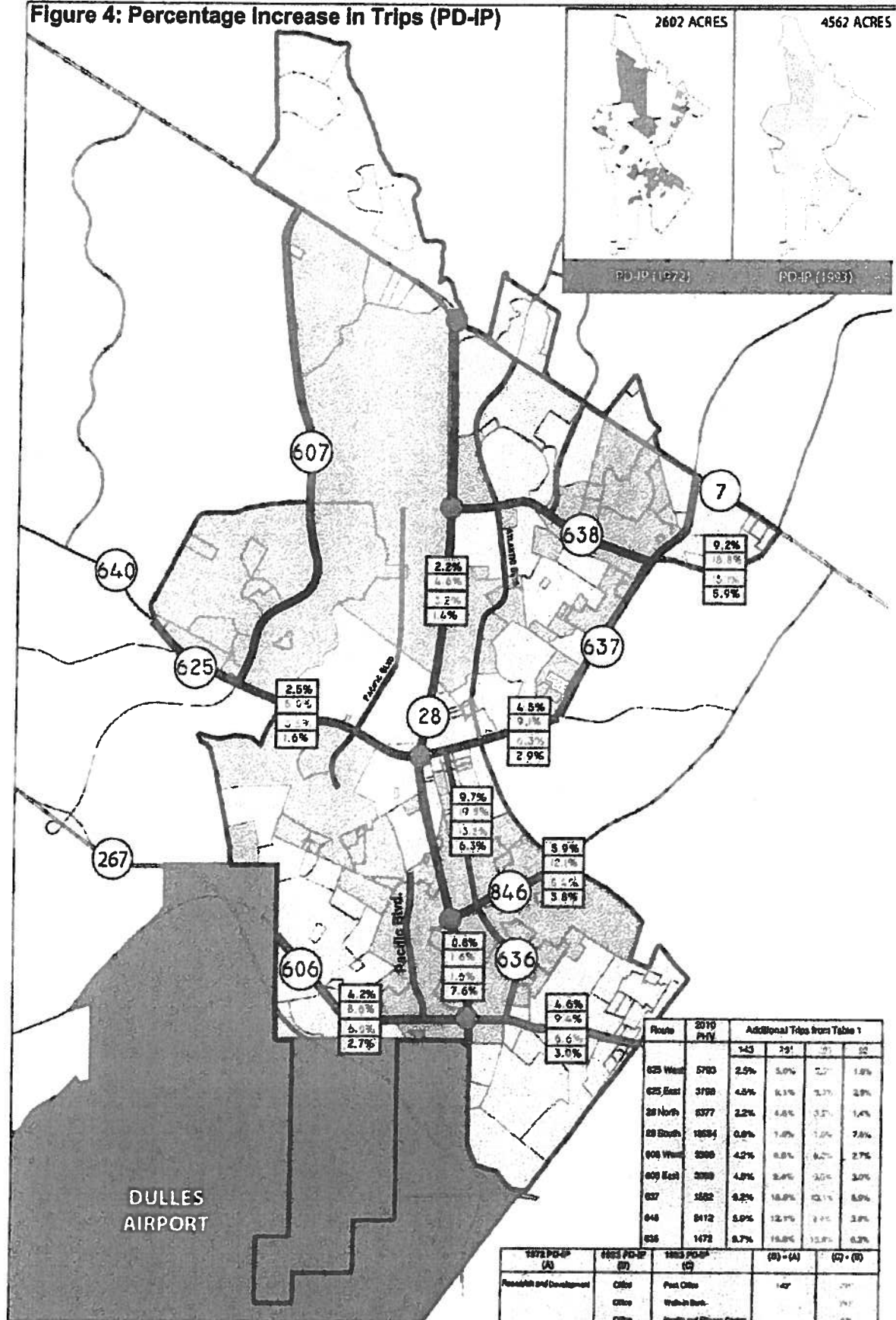
TRAFFIC IMPACTS – PD-IP

The additional trips generated as shown in Table 1 were applied to the projected traffic volumes for 2010 as shown in Figure 2. The percentage increase in trips on the selected roadway network is shown in Table 2 below and graphically in Figure 4.

Table 2: Impacts of Additional Trips

Route	2010 PHV	Additional Trips from Table 1			
		143	291	203	92
625 West	5793	2.5%	5.0%	3.5%	1.6%
625 East	3198	4.5%	9.1%	6.3%	2.9%
28 North	6377	2.2%	4.6%	3.2%	1.4%
28 South	18,684	0.8%	1.6%	1.6%	7.6%
606 West	3398	4.2%	8.6%	6.0%	2.7%
606 East	3089	4.6%	9.4%	6.6%	3.0%
637	1552	9.2%	18.8%	13.1%	5.9%
846	2412	5.9%	12.1%	8.4%	3.8%
636	1472	9.7%	19.8%	13.8%	6.3%

Figure 4: Percentage Increase in Trips (PD-IP)



TRIP GENERATION COMPARISON – PD-OP

A comparison of the trips generated by the permitted uses for PD-OP based on the 1973 Zoning Ordinance, 1972 Zoning Ordinance and 1993 Revised Zoning Ordinance was conducted. The results of the comparison are shown in the following table:

Table 3: Trip Generation Comparison for Peak Hour Trips

1972 & 1993 PD-OP (A)	R1993 PD-OP (B)	(B) - (A)
Office	Drive-In Bank	177 [^]
	Health & Fitness Center	92 ^{^^}
	Medical & Dental Office	777 [^]
1972 & 1993 PD-OP (A)	R1993 PD-OP (B)	(B) - (A)
Office (0.4 FAR)	Office (0.6 FAR)	271 [^]

[^] 20 Acre Parcel – 0.4 FAR

[^] 4,000 SF (Avg. Size for Drive-in Bank)

^{^^} 36,000 SF (Avg. Size for Health and Fitness Center)

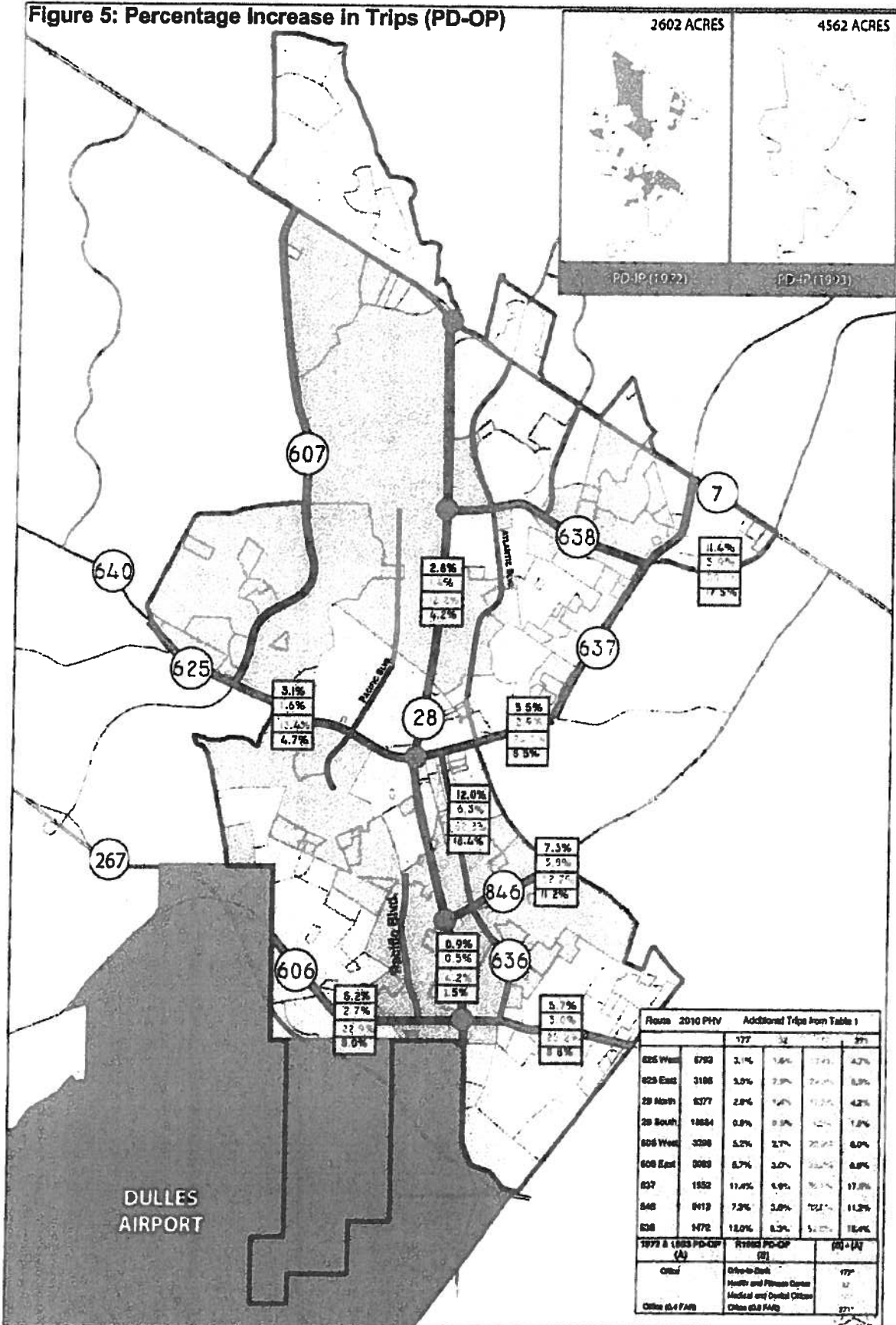
TRAFFIC IMPACTS – PD-OP

The additional trips generated as shown in Table 1 were applied to the projected traffic volumes for 2010 as shown in Figure 2. The percentage increase in trips on the selected roadway network is shown in Table 4 below and graphically in Figure 5.

Table 4: Impacts of Additional Trips

Route	2010 PHV	Additional Trips from Table 3			
		177	92	777	271
625 West	5793	3.1%	1.6%	13.4%	4.7%
625 East	3198	5.5%	2.9%	24.3%	8.5%
28 North	6377	2.8%	1.4%	12.2%	4.2%
28 South	18,684	0.9%	0.5%	4.2%	1.5%
606 West	3398	5.2%	2.7%	22.9%	8.0%
606 East	3089	5.7%	3.0%	25.2%	8.8%
637	1552	11.4%	5.9%	50.1%	17.5%
846	2412	7.3%	3.8%	32.2%	11.2%
636	1472	12.0%	6.3%	52.8%	18.4%

Figure 5: Percentage Increase in Trips (PD-OP)



A-11

CONCLUSIONS

This report provides a summary of traffic information for major road facilities in the vicinity of the PDIP district adjacent to the Route 28 corridor. The report includes daily traffic on major road links and LOS information at major intersections. This includes an existing condition and traffic data projected to the year 2010. With this information, the traffic impacts of proposed land use changes due to zoning conversions from the 1972 to the 1993 Loudoun County Zoning Ordinances will aid the Board of Supervisors in their decision making process.

The road link traffic volumes are based on the latest available (2006) VDOT traffic count data. The levels of service information was obtained from the latest available traffic studies completed for proposed developments in the vicinity.

Based on the report information, several conclusions are in order:

The segments of Route 28 south of Route 625, Route 625 west of Route 28, Route 7 in the vicinity of Potomac View Road and Potomac View Road (2 lanes) between Route 7 and Route 637 (Cascades Parkway) are carrying large traffic volumes in the study area. In addition, the existing and projected levels of service at the Route 625/Pacific Boulevard, the Route 625/Loudoun County Parkway and Route 7/Route 637 intersections are shown to fail at LOS F. Therefore, the proposed site traffic which would access these road segments should be understood and reviewed carefully.

The segments of Route 28 between Route 7 and Route 625, Nokes Boulevard between Route 28 and Route 637, Shaw Road between Route 606 and Route 625, and Sterling Boulevard between Route 28 and the W & OD Trail boundary appear to have more capacity.

The trip generation information included in the report will be helpful in understanding the relative traffic impacts of key land uses included in the 1972 and 1993 Loudoun County Zoning Ordinance.

County of Loudoun

Department of Planning

MEMORANDUM

DATE: November 19, 2010

TO: Kate A. McConnell, AICP, Project Manager
Land Use Review

FROM: Sarah Milin, Senior Planner
Community Planning

SUBJECT: SPEX 2010-0022 & ZMOD 2010-0003, CIT Guilford Drive LLC Data Center

EXECUTIVE SUMMARY

This application requests a Special Exception (SPEX) to allow 100% office/data center use at a 0.6 FAR in the PD-IP zoning district and a Zoning Modification (ZMOD) to eliminate the required 15-foot yard between non-residential lots. The subject property, which contains 13.67 acres and is located within Beaumeade Corporate Park, is governed by the policies of the Revised General Plan and the Dulles North Area Management Plan. It is located in the Ashburn Community of the Suburban Policy Area and designated for Business uses. Based upon the development of the site and the existing PD-IP zoning, the Beaumeade Corporate Park is considered under the light industrial policies of the Plan.

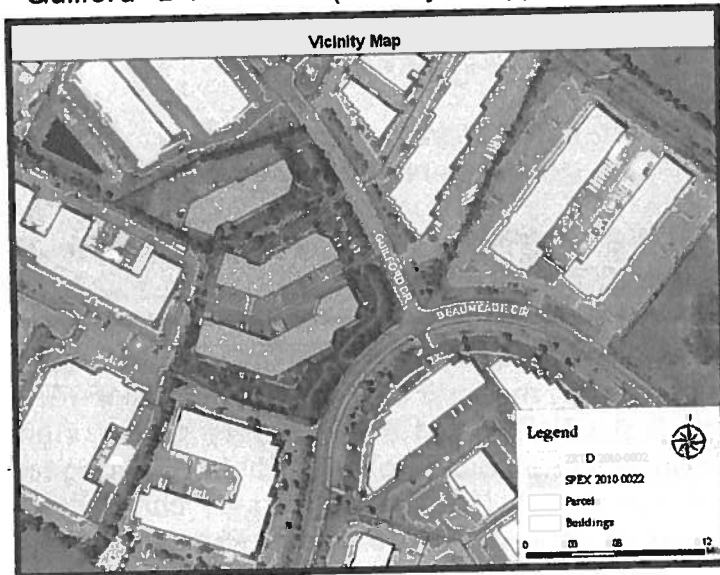
Staff has raised concerns that although Beaumeade's development form is consistent with the Plan's vision for Light Industrial communities, the overall development no longer complies with the light industrial land use mix as office, civic, and commercial retail uses have become significant components of the Park. Additional discussions regarding the appropriate land use mix of the site are recommended to ensure the proposed increase in FAR will not result in an imbalance of office related to industrial uses within Beaumeade Corporate Park. Staff has also provided a number of comments and recommendations that should be considered as this application moves forward. Conditions of Approval have also been suggested that pertain to the amount of traditional office that can be developed on the property, open and public/civic spaces, moderately steep slopes, noise mitigation strategies, site and architectural commitments, and bicycle and pedestrian amenities.

BACKGROUND

CIT Guilford Drive LLC has submitted an application for a Special Exception to allow 100% office/data center use at a 0.6 Floor Area Ratio (FAR) in the PD-IP (Planned

Development – Industrial Park) zoning district. A Zoning Ordinance Modification is also requested to eliminate the 15-foot yard between non-residential lots required by Section 4-505(B)(3) of the Revised 1993 Loudoun County Zoning Ordinance. The subject property consists of three contiguous parcels containing a total of 13.67 acres that are located within the Beaumeade Corporate Park on the southwest side of Guilford Drive (see Vicinity Map). Access to the site is provided along both Beaumeade Circle and Guilford Drive. Two of the parcels are currently zoned PD-IP under the Revised 1993 Zoning Ordinance; the third parcel contains 3.46 acres and is zoned PD-IP under the 1972 Zoning Ordinance. The Applicant has submitted a request to convert this middle parcel to the Revised 1993 Zoning Ordinance, which is currently being processed by the County as ZRTD 2010-0002, CIT Guilford Drive LLC (Vicinity Map). Community Planning staff provided comments on ZRTD 2010-0002 on October 22, 2010.

The site is located within the Route 28 Highway Improvement Transportation District (Route 28 Tax District) and the Ldn 60 aircraft noise contour of the AI (Airport Impact) Overlay District. It has been developed as part of the Beaumeade Corporate Park which was designed as a unified industrial park comprised of approximately sixty (60) lots connected by a coordinated road



system. The park has unified signage identifying its boundaries and landscaping that provides the park with a campus-style appearance. All development within Beaumeade Corporate Park is subject to architectural, landscape and signage guidelines and must obtain approval from the Beaumeade Corporate Park Architectural Review Committee. The parcels that are the subject of this application contain three flex/warehouse buildings and associated landscaping and parking areas. According to County records, the westernmost building contains 49,261 square feet and was occupied by the Old Dominion Brewery until 2008. The other two buildings (51,550 and 79,501 square feet, from west to east) are currently occupied by commercial and warehouse tenants. The three buildings were constructed in 1990 and altogether contain approximately 180,312 square feet.

As the subject property has been previously developed, few elements of the Countywide Green Infrastructure remain. A review of Loudoun County GIS records indicates the presence of existing vegetation, hydric soils, moderately steep slopes, and potential wetland areas on the subject property. No floodplains are present.

COMPLIANCE WITH THE COMPREHENSIVE PLAN

The area is governed by the policies of the Revised General Plan (Suburban Policy Area, Ashburn Community), the Dulles North Area Management Plan, and the Revised Countywide Transportation Plan which designate this area for Business uses. Being the

newer of the two plans, the Revised General Plan supercedes the DNAMP when there is a policy conflict between the two (Revised General Plan, Relationship to Other County Planning Documents text, Chapter 1). The policies of the Bicycle and Pedestrian Mobility Master Plan (Bike/Ped Plan) also apply. The subject property is located within the boundaries of the Route 28 Keynote Employment Comprehensive Plan Amendment (CPAM 2009-0001).

ANALYSIS

1. Land Use

The Revised General Plan calls for areas like the subject property that are planned for Business land uses to develop as either a Regional Office or Light Industrial development (Revised General Plan, Chapter 6, Business text). Based upon the existing development pattern of the area and its PD-IP zoning, the Beaumeade Corporate Park is considered under the light industrial policies of the Plan, which recommends a non-residential Floor Area Ratio (FAR) of 0.3 to 0.4. The Plan states that campus-style industrial parks like Beaumeade are appropriate along the major corridors of the County (Revised General Plan, Chapter 6, Light Industrial Use text). The Plan describes them as low-rise structures of two stories or less containing flex/warehouse, research and development, and small-scale manufacturing uses (Revised General Plan, Chapter 6, Light Industrial Use Policy 1).

The Light Industrial land use mix calls for light industrial/flex uses to be the predominant component in such developments, comprising between 45 and 85 percent of the total land area (Revised General Plan, Chapter 6, Light Industrial Use Policy 5). In contrast, non-accessory office uses are limited to a maximum of 40 percent of the total land area. The mix also allows, but does not require, the incorporation of housing and/or commercial/retail uses within such communities to ensure that needed services, shops, and recreation are located within general proximity of the employment center. Public/civic uses as well as public parks and open space are expected as part of the land use mix.

The application consists of two requests: a Special Exception to allow 100% office/data center uses at a 0.6 FAR and a Zoning Ordinance Modification to eliminate the required 15-foot yard between non-residential lots. Currently, the site is developed with approximately 180,312 square feet of flex/industrial space at an FAR of 0.3¹. The proposed increase in FAR will allow the total square footage of the site to increase to 357,279 square feet², almost double the property's existing development. Of this amount, the Applicant proposes to limit traditional office development to 49 percent, or 175,066 square feet, consistent with the PD-IP zoning district, and allow only data center uses to occupy the entire space. The Applicant in their Statement of Justification states that the proposed office and data center use is consistent with the Business Community designation and goals as defined in the Revised General Plan. The Applicant further states that the existing buildings will continue to complement their adjacent neighbors, the use is consistent with others within the larger business/light

¹ Existing development calculations: 13.67 acres * 43,560 square feet / acre = 595,465.2 square feet. 180,312 square feet of existing development/595,465.2 square feet = 0.3028.

² Proposed development calculations: 595,465.2 square feet * 0.6 = 357,279.12 square feet of potential development.

industrial park, and that despite the single proposed use, the larger Beaumeade Corporate Park maintains a strong mix of office and industrial uses as envisioned in the Plan.

Beaumeade Corporate Park was built as a unified industrial park in a campus-style setting that is dominated by one and two-story flex/warehouse buildings. Although Beaumeade's development form is consistent with the Plan's vision for Light Industrial communities, it has failed to attract the research and development and manufacturing tenants originally envisioned. Incrementally developed with both by-right and Special Exception uses, Beaumeade Corporate Park has instead evolved into a diverse community that has become more office and retail oriented than originally anticipated. Multiple Special Exceptions have been approved allowing civic uses, including churches and schools, as well as expanded office and data center uses. Many of the buildings are currently occupied by commercial retail tenants. Recent approvals within Beaumeade include SPEX 2008-0019, Beaumeade Merritt Tract – Beaumeade Gun Club Training Facility; SPEX 2008-0020, Ideal Schools; and SPEX 2008-0041, Equinix Data Center.

As a result, the overall development no longer complies with the light industrial land use mix. Review of previously approved applications in the Beaumeade Corporate Park indicates that the Plan-anticipated office component for an industrial park (i.e., 40% of the total land area) has already been met. With the approval of SPEX 2001-0043 in 2002, which allowed the subject site to develop with 100% office use at 0.4 FAR, the office component for Beaumeade was 41%. This percentage does not take into consideration any properties that may have subsequently developed per Special Exception approval or by-right under new zoning ordinance regulations that allow 100% office in the PD-IP zoning district, including the approximately 32-acre property that was approved for data center uses in 2009 (see SPEX 2008-0041, Equinix Data Center). The proposal, if approved, would allow an additional 13.67 acres within Beaumeade Corporate Park to be developed with 100 percent office/data center uses, resulting in further deviations from the Plan's Light Industrial land use mix.

As previously noted, the Plan recommends a non-residential FAR of 0.3 to 0.4 for a light industrial area. FAR is calculated on an aggregate basis and would consider the entire light industrial community, in this case Beaumeade Corporate Park. Given that the overall FAR of Beaumeade Corporate Park is less than 0.4, an increase of FAR on an individual parcel can be supported provided it remains compatible with adjacent properties (see Design discussion below).

Approval of the proposed Special Exception may result in a greater imbalance of office and light industrial uses within Beaumeade Corporate Park and further deviations from the specified Light Industrial land use mix in the Revised General Plan. Staff recommends that the Applicant provide information regarding the land use mix for Beaumeade Corporate Park and how increasing the FAR on this parcel relates to the Light Industrial land use mix policies. Staff would support a Condition of Approval that limits the amount of traditional office that can be developed on the subject property to 40 percent, consistent with the land use mix policies.

Staff also recommends confirmation of the size of the westernmost building on the subject property. The application states that the building contains 48,635 square feet while County records show it as having 49,261 square feet.

2. Open Space/Public and Civic Spaces

Mixed-use developments such as the Beaumeade Corporate Park generally contain a portion of the site designated for public use, including a minimum 10% of their land area as public parks and open space and 5% as public and civic uses (Revised General Plan, Chapter 6, Light Industrial Policy 5). To fully meet Plan policies, approximately 2 acres of the 13.67-acre subject property should be devoted to such uses.

Each lot in Beaumeade Corporate Park is being developed by different entities on a site by site basis. As such, staff recognizes that an overall public/civic/open space component for Beaumeade will not be accomplished through this application. Furthermore, the Plan recognizes that the land use mix may not be achievable for properties comprising less than 50 acres due to its small size (Revised General Plan, Chapter 6, Land Use Pattern and Design Policy 8). In this case, the parcel's size and the existing development on the site may limit the amount of open space and public and civic uses that can be provided with this application. The application does not include any area outside of the required perimeter buffers that would be considered to be a public, civic, or open space.

However, the incorporation of some type of usable open space on the subject property could be a valuable amenity to the employees who work there, particularly if a similar space is not available in close proximity to the site. Furthermore, the provision of sufficient open space is particularly critical given the proposed higher FAR and the elimination of the required 15-foot yard between non-residential lots, which will result in a net loss of open space and existing vegetation on the site. The Plan recognizes that buffers between similar uses may not be needed; however, Plan policies also state that "no buffer standard reductions will be permitted without substitution for other open space on an acre-by-acre basis" (Revised General Plan, Chapter 11, Suburban Community Design Guidelines and Chapter 6, Open Space Policy 10).

Staff encourages the Applicant to provide a public open space on the property that will be an amenity for employees, such as an outdoor meeting spot, a small plaza with seating, or a picnic area.

Staff further recommends that additional open space be provided on the property to mitigate the expansion of impervious surfaces as well as compensate for the proposed buffer reduction, in compliance with Plan policies. Staff would support the use of bioretention areas within remaining buffers, as recommended in the Environmental Review Team's November 12, 2010 referral.

3. Existing Conditions

County GIS records indicate that moderately steep slopes and potential wetland areas are located on the subject property (Existing Conditions map). Plan policies support the federal goal of no net loss to wetlands (Revised General Plan, Chapter 5, River and Stream Corridor Resources Policies, Policy 23). Regarding moderate steep slopes, special performance standards should be used to protect these slopes which have a 15 to 25 percent grade and/or the soil Slope Class of D, including best management practices, locational clearances for clearing and grading, and approval of natural drainageways (Revised General Plan, Chapter 5, Steep Slope and Moderately Steep Slope Policy 3).

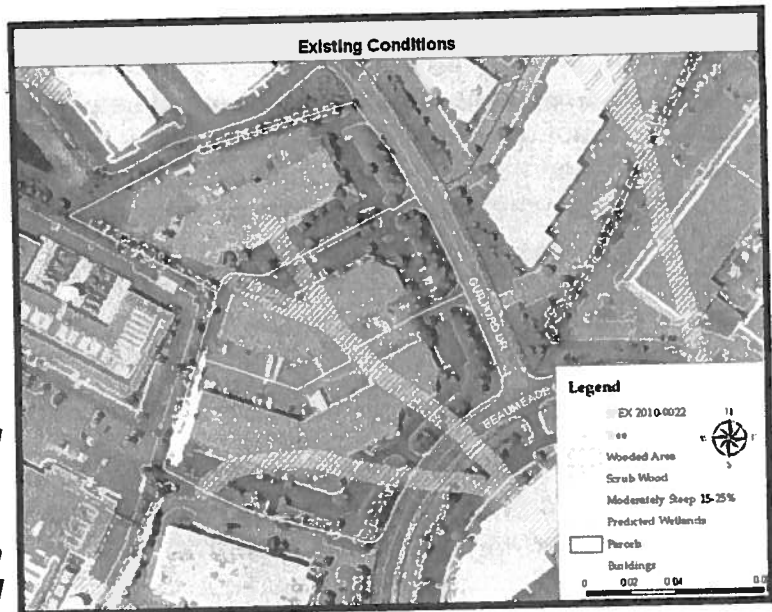
Staff requests confirmation that no wetlands are located on the subject property.

Staff further recommends that the site's existing moderately steep slopes be depicted on the Special Exception plat. If the depicted "area of possible building expansion, parking and loading" coincides with moderately steep slope areas, then a Condition of Approval specifying special performance standards for development within this area may be appropriate.

4. Lighting

The Plan states that the beauty of the County's night sky is threatened by excessive and improper lighting. It promotes the use of lighting for convenience and safety without the nuisance associated with light pollution and calls for lighting that is designed for effective nighttime use of the facility, minimizing off-site glare (Revised General Plan, Chapter 5, Lighting and the Night Sky text and Policy 1).

Staff recommends a condition specifying that any additional exterior lighting installed on the Property shall be full cutoff and fully shielded light fixtures as defined by the Illuminating Engineering Society of North America (IESNA). Light shall be directed inward and downward toward the interior of the property, away from nearby properties.



5. Noise

The Plan recognizes that Loudoun County has many employment and activity centers that create various levels of noise and require consideration and, in some cases, abatement to meet public welfare and health objectives (Revised General Plan, Chapter

5, *Aural Environment text*). If backup generators are needed in association with the proposed data center use, noise impacts to surrounding properties that contain office and church uses may result. Staff also notes that both existing (Cameron Chase) and planned (Stonegate) residential communities are located approximately 1,600 feet west of the subject site. Plan policies call for noise abatement measures to be provided when noise levels approach or exceed 72 decibels (dBA) in commercial uses or developed lands, 67 decibels (dBA) in residential yards and 52 decibels (dBA) in the interior of homes (*Revised General Plan, Chapter 5, Noise Abatement Criteria (NAC) Hourly A-Weighted Sounds Levels Table*).

Staff requests additional information regarding potential noise impacts that may be generated by backup generators associated with the proposed data center uses. If noise impacts are anticipated, then staff recommends that a Condition of Approval be drafted ensuring that adjacent and nearby properties are not adversely affected.

6. Design

The Plan specifies that Light Industrial developments will emulate key traditional design concepts by addressing such things as the design and function of exterior spaces, pedestrian access, and architectural cohesiveness (*Revised General Plan, Chapter 11, Light Industrial Design Guidelines*). These developments should possess adequate on-site parking, storage, and loading areas as well as landscape screening of these functions from surrounding neighborhoods. The design of the site should reduce the potential impact of building size, exterior cladding of the building, signs and other features of an employment use that may create negative visual impacts on the surrounding community. Pedestrian and vehicular circulation systems in and around the business uses will form a safe and convenient network. The Plan further describes the type of uses that should be developed in Light Industrial parks including flex, research and development and small scale manufacturing. The type of industrial uses envisioned in this area would be compatible with the surrounding business uses by virtue of size, lack of outdoor storage, and other activities that may have related detrimental impacts (*Revised General Plan, Chapter 6, Light Industrial Policy 1*).

As noted above, the proposed FAR increase and the elimination of the required 15 foot yard between non-residential lots would allow additional development to occur on the subject property. The submitted materials do not provide a specific site design for the site, but rather indicates that the entire site (with the exception of the required perimeter yards) could be expanded with buildings, parking lots or loading areas. While the application provides maximum flexibility to the Applicant, there are no assurances that the site will be developed with a design that implements the County's vision for a light industrial development and is compatible with surrounding areas with respect to design and size. For example, it is not clear where the needed parking will be accommodated on the site or if the building expansions would maintain the architectural style and mass of the existing buildings. If the building expansion(s) are designed for a data center, typically with no windows and minimal doors, there is the potential to have extremely large building(s) with four contiguous "blank wall" façades. This would not be in keeping with the intent of the design policies of the Plan.

Staff recommends that the Applicant provide a more detailed design of the proposed site layout and building expansions, if available.

Specific Conditions of Approval should also be developed to ensure that any physical changes to the property associated with this application will be consistent with the Light Industrial design guidelines of the Revised General Plan. Staff recommends conditions ensuring that the architecture of any building expansions will complement and be of a similar quality and style as the existing buildings and that mechanical equipment (i.e. generators, chilling plants, etc.) and dumpsters shall be screened from adjacent properties.

7. Pedestrian and Bicycle Access

The County is committed to establishing an integrated trails system for pedestrians and cyclists and to do so will work to establish connections among pedestrian and bicycle sidewalk, paths, and trails (Revised General Plan, Chapter 5, Greenways and Trails text). Plan policies also call for pedestrian and vehicular circulation systems in and around business uses to form a safe and convenient network (Revised General Plan, Chapter 6, General Business Land Use Policy 5); that adequate bicycle parking be provided at places of employment (Bike/Ped Plan, Policy 1, p. 32 and CTP, Policy 10, p. 2-10); and that showers, clothing lockers, and changing rooms are encouraged at places of employment (Bike/Ped Plan, Policy 1d, p. 32 and CTP, Policy 10, p. 2-10).

No information or commitments regarding pedestrian and bicycle access have been provided with this application. Staff notes that sections of Beaumeade Circle have been developed with 4- to 5-foot wide asphalt trails and a small section of Loudoun County Parkway (in the vicinity of Airbus Industries) has been developed with an 8-foot wide asphalt trail. In addition, both the W&OD Trail (a 45-mile multi-use rail trail which runs through Northern Virginia) and Loudoun County Parkway (a designated "priority bicycle route" by the Revised Countywide Transportation Plan) are adjacent to Beaumeade Corporate Park. This application should take advantage of these opportunities by making the site accessible to alternative modes of travel.

In order to facilitate pedestrian and bicycle access, staff recommends that 5-foot trails/sidewalks be provided along Guilford Drive and Beaumeade Circle. Staff also recommends that the application commit to enhanced pedestrian crosswalks that include raised crosswalks and/or changes in textures, patterns and colors to distinguish between pedestrian and vehicular movement as well as a sufficient amount of bicycle parking. Lastly, staff encourages the Applicant to consider the provision of showers, clothing lockers, and changing rooms.

Internal pedestrian travelways should be provided as needed to ensure pedestrian comfort and safety and connect to existing and expanded buildings as well as any public space that is provided.

RECOMMENDATION

The proposed Special Exception use does not fully comply with the Light Industrial land

use mix in the Revised General Plan. Additional information is requested regarding the land use mix for Beaumeade Corporate Park and how increasing the FAR on this parcel relates to the Light Industrial land use mix policies. Information is also requested regarding the presence of the wetlands and the anticipated use of backup generators.

Recommended Conditions of Approval include the following: (1) limits on the amount of traditional office that can be developed on the property; (2) the provision of additional open space to mitigate the expansion of impervious surfaces and compensate for the proposed buffer reduction; (3) the use of special performance standards for development on moderately steep slopes, if present; (4) the use of noise mitigation strategies if adjacent and nearby properties are adversely affected by noise from backup generators; (5) that the architecture of any building expansions will complement and be of a similar quality and style as the existing buildings; (6) the screening of mechanical equipment (i.e. generators, chilling plants, etc.) and dumpsters from adjacent properties; (7) the provision of 5-foot trails/sidewalks along Guilford Drive and Beaumeade Circle; and (8) the provision of pedestrian crosswalks, internal pedestrian travelways, and sufficient bicycle parking.

Lastly, staff encourages the Applicant to consider providing a public open space amenity as well as showers, clothing lockers, and changing rooms within the proposed building expansions.

As always, staff would be happy to meet with the Applicant to discuss these issues.

cc: Julie Pastor, AICP, Director, Department of Planning
Cynthia Keegan, AICP, Program Manager, Community Planning (via email)

County of Loudoun
Department of Planning
MEMORANDUM

DATE: December 13, 2010

TO: Kate A. McConnell, AICP, Project Manager
Land Use Review

FROM: Sarah Milin, Senior Planner
Community Planning

SUBJECT: SPEX 2010-0022, CIT Guilford Drive LLC Data Center 2nd Referral

EXECUTIVE SUMMARY

CIT Guilford Drive LLC requests a Special Exception (SPEX) to allow 100% office/data center uses at a 0.6 FAR in the PD-IP zoning district. The original submission also included a Zoning Modification (ZMOD) to eliminate the required 15-foot yard between non-residential lots, which has subsequently been removed from the proposal. The 13.67 subject property, part of Beaumeade Corporate Park, contains three parcels that are currently zoned PD-IP (Planned Development – Industrial Park). Two of the three parcels are under the Revised 1993 Zoning Ordinance; the third parcel is under the 1972 Zoning Ordinance and subject to an active conversion request (ZRTD 2010-0002, CIT Guilford Drive LLC). The property is located in the Suburban Policy Area and designated for Business uses. It is governed under the policies of the Revised General Plan and located within the boundaries of the Route 28 Keynote Employment Comprehensive Plan Amendment (CPAM 2009-0001).

The majority of issues raised in Community Planning's first referral have been adequately addressed with this submission and the removal of the proposed ZMOD. Other issues remain outstanding but can be resolved through additional discussion and/or appropriate Conditions of Approval, as recommended in this referral. This referral is intended to be supplementary to Community Planning's first referral.

OUTSTANDING ISSUES

1. Land Use

Areas like the subject property that are planned for Business land uses are envisioned to develop as either a Regional Office or Light Industrial development (Revised General Plan, Chapter 6, Business text). Based upon the existing development pattern of the area and its PD-IP zoning, the Beaumeade Corporate Park is considered under the light industrial policies of the Plan, which call for light industrial/flex uses to be the predominant component and non-residential Floor Area Ratios (FARs) of 0.3 to 0.4

(Revised General Plan, Chapter 6, Light Industrial Use Policy 5).

In the first referral, staff noted that although Beaumeade's development form is consistent with the Plan's vision for light industrial communities, the overall development no longer complies with the recommended land use mix in that the anticipated office component (i.e., 40% of the total land area) has already been met. As such, approval of this request would result in further deviations from the Light Industrial land use mix. Staff requested that the Applicant provide additional information and recommended a Condition of Approval that limits the amount of traditional office that can be developed on the subject property. The Applicant's response letter of December 3, 2010 indicates their willingness for such a condition.

Although the land use mix does not support additional office development within Beaumeade, the proposed data center may be an appropriate use on the subject property. Beaumeade Corporate Park has developed as a unified business park connected by a coordinated road system with unified signage identifying its boundaries and landscaping that provides the park with a campus style appearance. The architectural and design guidelines established for this development ensures compatibility between uses regardless of their nature (office vs. industrial). Furthermore, although classified as office, data centers do not function like traditional office, generating large amounts of traffic. Beaumeade is considered to be an ideal site for data centers given its distance from residential neighborhoods and proximity to two VEPCO power substations, fiber optic infrastructure, and Loudoun Water's future reclaimed water infrastructure, as evidenced by the number of data centers that have located there. Other approved and proposed data centers within the park include E-Tech (SPEX 2000-0028), Equinix (SPEX 2008-0041), and Merritt (SPEX 2010-0019). The overall concept of allowing additional data centers within the park is consistent with the intent of the general Business Policies, which envision a coordinated business atmosphere with predominantly business uses and employment supportive amenities.

The proposed uses are consistent with the Plan's land use vision for this area, which supports the development of business uses with a coordinated design concept. Staff recommends a condition that specifies that office uses exceeding the 49% square footage per building allowed by-right shall be limited to data center uses.

2. Open Space/Public and Civic Spaces

Mixed-use developments such as the Beaumeade Corporate Park generally contain a portion of the site designated for public use, including a minimum 10% of their land area as public parks and open space and 5% as public and civic uses (Revised General Plan, Chapter 6, Light Industrial Policy 5). In the first referral, staff acknowledged that the parcel's small size and existing development may limit the amount of open space and public and civic uses that can be provided with this application. Staff encouraged the Applicant to provide a public open space on the property that would be an amenity for employees, such as an outdoor meeting spot, a small plaza with seating, or a picnic area. The response letter indicates that the Applicant is willing to commit to providing at least one outdoor area with a picnic table for employees to gather and eat their lunch or

enjoy time outdoors.

Staff recommends that the Special Exception plat designate a specific area of the site as a "Proposed Civic Area" that is centrally located and adequately buffered from vehicular travelways and parking areas. To ensure that this area will be an amenity for future employees, a condition should be developed specifying the amenities that will be provided in this area (such as a picnic table and a bench) as well as the minimum landscaping that will be installed and maintained.

3. Lighting

In the first referral, staff recommended a condition that would reduce the glare of any new exterior lighting fixtures installed on the property, consistent with Plan policies (Revised General Plan, Chapter 5, *Lighting and the Night Sky* text and Policy 1). The response letter states that the Applicant will agree to such a condition.

Staff recommends a condition specifying that any additional exterior lighting installed to accommodate the facility shall be fully shielded as defined by the Illuminating Engineering Society of North America (IESNA). Light shall be directed inward and downward toward the interior of the property, away from nearby properties.

4. Noise

In the first referral, staff noted that if backup generators are needed for the proposed data center use, noise impacts to surrounding properties that contain office and church uses may result. Staff requested additional information regarding potential noise impacts and recommended that if impacts are anticipated, then a Condition of Approval be drafted ensuring that adjacent and nearby properties are not adversely affected. Plan policies call for noise abatement measures to be provided when noise levels approach or exceed 72 decibels (dBA) in commercial uses or developed lands, 67 decibels (dBA) in residential yards and 52 decibels (dBA) in the interior of homes (Revised General Plan, Chapter 5, *Noise Abatement Criteria (NAC) Hourly A-Weighted Sounds Levels Table*).

The response letter states that many properties throughout Beaumeade Corporate Park are used for similar, compatible uses, with generators located adjacent to those buildings. The Applicant does not anticipate any dissimilar noise to that which already exists today, but will screen the generators to ensure adjacent and nearby properties are not affected.

Staff recommends that a condition be developed ensuring that mechanical equipment (e.g. heating and air conditioning units, generators, air handlers, etc.) will be appropriately located and screened to minimize noise impacts on adjacent and nearby properties.

5. Design

In the first referral, staff noted that the submitted materials did not provide a specific site design for the site, but rather indicates that the entire site (with the exception of the

required perimeter yards) could be expanded with buildings, parking lots or loading areas. The application also did not provide any details regarding the architecture of potential building expansions. Staff expressed concern that if building expansion(s) are designed for a data center, typically with no windows and minimal doors, there is the potential to have extremely large building(s) with four contiguous "blank wall" façades, inconsistent with the design policies of the Plan. Staff recommended that the Applicant provide additional site design and architecture details, if available, and that specific Conditions of Approval be developed to provide assurances that any physical changes to the property will implement the County's vision for a light industrial development and be compatible with surrounding areas with respect to design and size.

The response letter indicates that any expansion will be styled similarly to the existing buildings and designed to be harmonious. The Applicant also expressed a willingness to work with staff on a condition addressing architecture and screening requirements.

Staff recommends that appropriate Conditions of Approval be developed to ensure that any physical changes to the property associated with this application will be consistent with the Light Industrial design guidelines of the Revised General Plan. Staff recommends conditions ensuring that the architecture of any building expansions will complement and be of a similar quality and style as the existing buildings and that mechanical equipment and dumpsters shall be screened from adjacent properties, among others.

6. Pedestrian and Bicycle Access

The proposal does not include any pedestrian and bicycle improvements. In the first referral, staff recommended that the application commit to 5-foot trails/sidewalks along Guilford Drive and Beaumeade Circle, enhanced pedestrian crosswalks, and sufficient bicycle parking, consistent with Plan policies (Revised General Plan, Chapter 6, General Business Land Use Policy 5; Bike/Ped Plan, Policy 1 and 1d, p. 32; CTP, Policy 10, p. 2-10). Staff also encouraged the provision of showers, clothing lockers, and changing rooms in conjunction with any building expansion.

The response letter states that the use of the property as a data center means fiber optics and other infrastructure exist underground, specifically along the property's boundaries with Beaumeade Circle and Guilford Drive. The Applicant further states that these utilities are accessed regularly and are presently flagged, indicating ongoing work. The Applicant is concerned about the conflict the suggested trail or sidewalk would create with this critical infrastructure and the need to access it. Furthermore, data centers require extremely few employees and the Applicant does not anticipate that showers or changing rooms would be a desired amenity for those few employees.

While staff appreciates the Applicant's concerns, additional discussion is needed regarding potential pedestrian and bicycle improvements. It may be possible to provide a 5-foot trail along the site's frontage that is aligned outside of existing and planned utilities, as other projects in Beaumeade Corporate Park have been able to provide. For example, the property containing the Equinix Data Center, just southwest of the subject property, includes 5-foot wide asphalt trails along both Filigree Court and Beaumeade Circle. The Applicant's response letter did not include a response regarding crosswalks,

recommended for safety reasons, or bicycle racks, recommended due to the site's proximity to the Washington & Old Dominion Trail. These improvements should be feasible without impacting the site's proposed layout or existing utility corridors.

Staff recommends additional discussion regarding the provision of 5-foot trails along Beaumeade Circle and Guilford Drive. Staff also recommends that Conditions of Approval be developed regarding the provision of pedestrian crosswalks along the site's vehicular access points and sufficient bicycle racks. Staff suggests that one (1) bicycle rack that can accommodate a minimum of four (4) bikes be installed for each building on the property in a visible location that is within or adjacent to, but not impeding, the pedestrian walkway of the associated building.

Staff continues to encourage the Applicant to consider the provision of showers, clothing lockers, and changing rooms. Staff notes that a similar request for a data center within Beaumeade agreed to provide changing/shower facilities in conjunction with any new free-standing construction or building expansion beyond the existing footprints (see SPEX 2010-0019, Merritt at Beaumeade).

RECOMMENDATION

The proposed uses are generally consistent with the Plan's land use vision for the subject property, which supports the development of business uses with a coordinated design concept. Staff recommends approval of the Special Exception application with the Conditions of Approval that: (1) limit the amount of traditional office development that can occur on the site; (2) specify the minimum amenities and landscaping that will be provided within the proposed civic open space; (3) ensure reduced glare lighting; (4) commit to locating and screening mechanical equipment so that noise impacts on adjacent and nearby properties are minimized; (5) ensure that future additions or alterations to the site's layout or buildings will be complementary to the existing architecture and consistent with the Light Industrial design guidelines of the Revised General Plan; and (6) commit to pedestrian crosswalks and bicycle racks. Further discussion is needed regarding the appropriateness and feasibility of designating a specific area of the site as a "Proposed Civic Area", constructing trails along Beaumeade Circle and Guilford Drive, and the provision of changing/shower facilities.

cc: Julie Pastor, AICP, Director, Department of Planning
Cynthia Keegan, AICP, Program Manager, Community Planning (via email)

COUNTY OF LOUDOUN
DEPARTMENT OF BUILDING AND DEVELOPMENT
ZONING REFERRAL

DATE: December 13, 2010

TO: Kate A. McConnell, Project Manager

CC: Marilee L. Seigfried, Deputy Zoning Administrator

FROM: Teresa Miller, Planner, Zoning Administration

CASE NUMBER AND NAME: ZRTD-2010-0002 & SPEX-2010-0022 CIT Guilford Drive

LCTM: /80///7////18/, /80///7////19/ and /80///7////9/

MCPI: 060-29-2809, 060-29-0632 and 060-19-3174

PLAN SUBMISSION NUMBER: 2nd Submission

I. Application Summary

For the ZRTD, the applicant is proposing to rezone parcel /80///7////18/, comprised of approximately 3.46 acres, from PD-IP (Planned Development – Industrial Park) administered under the 1972 Loudoun County Zoning Ordinance to PD-IP under the Revised 1993 Loudoun County Zoning Ordinance.

The applicant is also proposing a Special Exception for the above referenced parcels, comprised of approximately 13.67 acres, to permit 100% office use on the site as well as an increase in the FAR from .40 to .60.

All of the properties are located within the Route 28 Tax District.

The following issues must be addressed for the application to be in conformance with the requirements of the Revised 1993 Loudoun County Zoning Ordinance.

II. Critical Issues

1. ZRTD-2010-0002 - The applicant has requested up to a .60 FAR for all parcels. Parcels 9 and 19 opted in to the Revised 1993 Zoning Ordinance as it existed January 7, 2003. ZOAM 2006-0003, with an effective date of December 3, 2007, is the zoning ordinance amendment which added the ability to develop up to a .60 FAR in the PD-IP zoning district by special exception. In order for parcels 9 and 19 to apply for the special exception to develop up to a .60 FAR, these parcels will need to be added to the application ZRTD-2010-0002.

COUNTY OF LOUDOUN
DEPARTMENT OF BUILDING AND DEVELOPMENT
ZONING REFERRAL



DATE: November 19, 2010

TO: Kate A. McConnell, Project Manager

CC: Marilee L. Seigfried, Deputy Zoning Administrator

FROM: Teresa Miller, Planner, Zoning Administration

CASE NUMBER AND NAME: SPEX-2010-0022 CIT Guilford Drive

LCTM: /80///7///18/, /80///7///19/ and /80///7///19/

MCPI: 060-29-2809, 060-29-0632 and 060-19-3174

PLAN SUBMISSION NUMBER: 1st Submission

I. Application Summary

The applicant is proposing a Special Exception for the above referenced parcels, comprised of approximately 13.67 acres, to permit 100% office use on the site as well as an increase in the FAR from .40 to .60. The application also includes a request for a modification of Section 4-505(B)(3), required yards. The properties are located within the Route 28 Tax District.

The following issues must be addressed for the application to be in conformance with the requirements of the Revised 1993 Loudoun County Zoning Ordinance.

II. Critical Issues

1. At this time, no critical zoning issues are associated with this application.

III. Special Exception

1. Please update the application number on all sheets as necessary to reference the application number SPEX-2010-0022.
2. Sheet1 – Update General Notes 1 to update the ZRTD application number to ZRTD-2010-0002.
3. The request for an increase in the FAR from .40 to .60, will be applicable to both the Special Exception office use and any by-right uses developed on the property. It is important to note that at the time of site plan for any building expansions, the applicant will need to demonstrate sufficient parking will be provided as a result of this increase.

IV. Modification

1. The applicant has requested a modification of Section 4-505(B)(3) which regulates the Yards Adjacent to Other Nonresidential Districts. This section applies when a parcel is adjacent to an OTHER nonresidential zoned parcel. When adjacent parcels are zoned PD-IP, as is the case for the internal yard lines, the yard requirement in Section 4-505(B)(3) does not apply. Remove the modification request from the application, including the Statement of Justification and note 3 on the Special Exception plat. It is important to note the requirements of Section 5-1400, Buffering and Screening, will still need to be met if applicable.


DEPARTMENT OF BUILDING AND DEVELOPMENT

COUNTY OF LOUDOUN

MEMORANDUM

DATE: December 10, 2010

TO: Kate McConnell, Department of Planning

FROM: William Marsh, Environmental Review Team Leader 

CC: Teresa Miller, Zoning Administration
Sarah Millin, Department of Planning
George Phillips, Office of Transportation Services

SUBJECT: SPEX-2010-0022 CIT Guilford Drive LLC Data Center

The Environmental Review Team (ERT) reviewed the special exception application. Staff provides the following comments:

1. The applicant has agreed to screen generators to ensure that adjacent properties are not adversely affected by data center noise.
2. Staff recommends the following measures to promote bicycle and pedestrian mobility as a commuting option, given the property's proximity to the Washington and Old Dominion Trail:
 - Multi-use trails along frontage with Guilford Drive and Beaumeade Circle.
 - Support of a multi-use trail connection from the Beaumeade Office Park to the Washington and Old Dominion Trail.
 - Making on-site bicycle storage, changing, and shower facilities available, consistent with commitment language agreed to in recent applications within Beaumeade Office Park, further consistent with Bicycle and Pedestrian Policy 10 on Page 2-10 of the 2001 Revised Countywide Transportation Plan (CTP), and with Policy 10 in Chapter 4 on page 4-3 of the 2010 CTP.
3. Prior comments from staff addressed overall impervious area on the site. The SPEX plat still depicts a net increase in impervious area, based on the graphical depiction of "area of possible building expansion, parking and loading" on sheet 3 of 3. The applicant's response to the first referral comment states that "there will not be an increase of impervious surfaces on the property." Staff desires clarification prior to Planning Commission review. Staff also recommends that remaining, pervious buffer areas incorporate stormwater treatment design that increases stormwater pollutant removal on site.

Page 2
SPEX-2010-0022 CIT Guilford Drive LLC Data Center
12/10/2010

Please contact me if you need any additional information.


DEPARTMENT OF BUILDING AND DEVELOPMENT

COUNTY OF LOUDOUN

MEMORANDUM

DATE: November 12, 2010

TO: Kate McConnell, Department of Planning

FROM: William Marsh, Environmental Review Team Leader 

CC: Teresa Miller, Zoning Administration
Sarah Millin, Department of Planning
George Phillips, Office of Transportation Services

SUBJECT: SPEX-2010-0022 CIT Guilford Drive LLC Data Center

The Environmental Review Team (ERT) reviewed the special exception application. Staff provides the following comments:

1. Staff recommends attenuation of the noise produced by proposed backup generators to ensure that adjacent parcels are not adversely affected, in order to address Revised 1993 Zoning Ordinance section 5-1507. The site is adjacent to existing civic (church) and office uses.
2. Staff recommends the following measures to promote bicycle and pedestrian mobility as a commuting option, given the property's proximity to the Washington and Old Dominion Trail:
 - Multi-use trails along frontage with Guilford Drive and Beaumeade Circle.
 - Making on-site bicycle storage, changing, and shower facilities available. Amounts of storage and shower facilities recommended by Leadership in Energy and Environmental Design (LEED) standards include secure bicycle storage for 3-percent of all building occupants and shower and changing facility space for 0.5-percent of full time employee occupants. This recommendation is consistent with Bicycle and Pedestrian Policy 10 on Page 2-10 of the Revised Countywide Transportation Plan.
3. The proposed special exception plat depicts a net loss of open space with the higher floor to area ratio. Narrower buffers are shown fronting Guilford Drive and Beaumeade Circle. To mitigate the expansion of impervious surfaces due to redevelopment, staff recommends that stormwater design be included with redevelopment that provides best management practices for water quality. Specifically, staff strongly recommends use of bioretention areas with underdrains that can treat stormwater quality while also supporting vegetation within remaining

buffers. Staff also encourages the harvesting and re-use of rooftop runoff.


4. Related to issue for consideration H per Revised ZO Section 6-1310, staff inquires whether the development will use a well as backup water supply. Staff seeks to clarify the application's impact on groundwater.
5. Staff encourages outreach to Loudoun Water to consider use of reclaimed water for non-potable uses in the proposed data centers.
6. Assuming that existing buildings will be demolished, staff encourages the reuse or salvaging of building materials on this site.
7. Staff encourages design for heat recovery via a cogeneration system to minimize reliance on cooling towers. The County is also beginning a study of using waste heat from data centers as a utility for adjacent developments as part of the Energy Efficiency and Conservation Block Grant.

Please contact me if you need any additional information.

County of Loudoun
Office of Transportation Services
MEMORANDUM

DATE: December 8, 2010

TO: Kate McConnell, Project Manager,
Department of Planning

FROM: George Phillips, Senior Transportation Planner 

SUBJECT: SPEX 2010-0022 - CIT Guilford Drive LLC Data Center
Second Referral

Background

In response to first OTS referral comments dated November 10, 2010, the Applicant has provided revised materials and responses for review. This review is based on materials received from the Department of Planning on December 6, 2010, including (1) a response letter from the Applicant's representative dated December 3, 2010, and (2) a revised Special Exception plat dated December 3, 2010 from J 2 Engineers, Inc.

Status of Transportation Comments

Discussed below are the previous OTS comments from the first referral, the Applicant's response and the current issue status in terms of whether the issue has been adequately addressed.

1. Initial Staff Comment (First Referral November 10, 2010): Based on the Applicant's traffic study, the proposed use would reduce traffic on the adjacent road network when compared to the approved PD-IP uses on the site. At the same time, the Applicant's traffic study notes that a traffic signal is needed at the Loudoun County Parkway/Beaumeade Circle (south) intersection. This intersection was not originally proffered for a traffic signal from the original Beaumeade development. However, traffic has grown significantly on Loudoun County Parkway since the approval of the Beaumeade development. Given that the Applicant's peak hour traffic makes up approximately 2.2 % (107 vehicle trips) of the overall (4,734 vehicle trips) AM and PM traffic at this intersection, a fair-share contribution of \$6,600 is recommended towards a signal at this intersection. This is based on an estimated signal cost of \$300,000 at the Loudoun County Parkway/Beaumeade Circle (south) intersection.

Applicant Response (December 3, 2010): A previous Special Exception was approved on the western-most parcel to expand an existing brew pub, a much more intensive use in regards to traffic, than the proposed data center. As part of that application, the property owner

contributed \$4,110 toward the above-referenced signal. That use has since vacated the property. Therefore, as part of this application, the Applicant will agree to contribute the difference between the requested \$6,600 and the already-paid \$4,110 for a contribution at time of zoning permit of \$2,490.

Current Issue Status: OTS does not agree with the Applicant's proposed reduction to \$2,490 and continues to recommend the requested \$6,600 towards a traffic signal for the Loudoun County Parkway/Beaumeade Circle (south) intersection. The requested contribution is based on the percentage of the Applicant's anticipated traffic which will travel through this intersection, not on what was previously approved for a now defunct use. This application encompasses a larger area and is separate and distinct from the previous brew pub application. Issue not resolved.

2. Initial Staff Comment (First Referral November 10, 2010): In order for the assumed trip generation figures to be realized, additional office uses on the site above the amount currently allowed by-right must be limited to data center uses only. A condition of approval to this effect should be included with the application.

Applicant Response (December 3, 2010): The Applicant will agree to a condition that limits traditional office to the by-right amount.

Current Issue Status: Issue resolved.

3. Initial Staff Comment (First Referral November 10, 2010): In order to facilitate pedestrian access, it is recommended that the Applicant provide a 5-foot trail/sidewalk along the site frontage along Guilford Drive and Beaumeade Circle.

Applicant Response (December 3, 2010): As stated above, the Applicant is extremely concerned that the requested sidewalk or trail would be in direct conflict with the ability to access the fiber optics and other infrastructure that exist underground, specifically along the parcels boundaries with Beaumeade Circle and Guilford Drive.

Current Issue Status: OTS continues to recommend the 5-foot sidewalk/trail along the site frontage. The Applicant should demonstrate why construction of a sidewalk/trail is not possible; the location of the sidewalk/trail could potentially be configured to avoid the existing fiber optics and other infrastructure. Issue not resolved.

Recommendation


Provided the Applicant adequately addresses the above outstanding issues, OTS would have no objection to the approval of this application.

cc: Andrew Beacher, Director, OTS
Lou Mosurak, Senior Coordinator, OTS

County of Loudoun
Office of Transportation Services
MEMORANDUM

DATE: November 10, 2010

TO: Kate McConnell, Project Manager,
Department of Planning

FROM: George Phillips, Senior Transportation Planner 

SUBJECT: SPEX 2010-0022 & ZMOD 2010-0003-CIT Guilford Drive LLC Data Center
First Referral

Background

This Special Exception (SPEX) proposes to allow 100% office/data center use on three contiguous parcels (which collectively total 13.67 acres) at a 0.6 FAR in the PD-IP district and a Zoning Modification (ZMOD) to eliminate the 15-foot yard between non-residential lots required by Section 4-505(B)(3) of the Revised 1993 Loudoun County Zoning Ordinance. There are three buildings on the property. The westernmost parcel has a vacant 48,635 square-foot building which previously housed the Old Dominion Brewery. The middle property includes a 51,500 square-foot flex-industrial building with commercial and warehouse tenants. This property is currently the subject of a Zoning Map Amendment in the Route 28 Tax District (ZRTD 2010-0002) to convert the site from PD-IP under the 1972 Zoning Ordinance to PD-IP under the Revised 1993 Zoning Ordinance. The eastern property includes a 79,501 square-foot building with commercial and warehouse tenants. The site is located within the Beaumeade Corporate Park on the southwest side of Guilford Drive. The site includes three direct entrances onto Guilford Drive and one entrance onto Beaumeade Circle. A vicinity map is provided as *Attachment 1*.

This review is based on materials received from the Department of Planning on October 13, 2010, including (1) an information sheet dated October 12, 2010, (2) a Statement of Justification from the Applicant dated August 20, 2010, (3) a Special Exception plat dated August 24, 2010 from J 2 Engineers, Inc., and (4) a traffic study dated September 20, 2010 from Gorove/Slade Associates, Inc.

Existing, Planned and Programmed Transportation Facilities

According to the Revised General Plan, the site is located within the Suburban Policy Area (Ashburn Community). Major roadways serving the site are described below. OTS' review of

existing and planned transportation facilities is based on the Revised Countywide Transportation Plan (2010 CTP) and the 2003 Bicycle & Pedestrian Mobility Master Plan (2003 Bike & Ped Plan).

Guilford Drive - is an urban four-lane undivided local roadway which extends to its public road terminus approximately 1,000 feet northwest of Beaumeade Circle. It continues northwest as a private two-lane travel way and connects to the parking lot of an existing building. Access to Smith Switch Road is available through this parking lot. There are no plans to widen Guilford Drive. There are no pedestrian facilities along Guilford Drive. Guilford Drive has not been accepted into the VDOT secondary road system. There are no VDOT traffic counts available for Guilford Drive. However, based on existing peak hour traffic count data available from the Applicant's traffic study, the roadway daily traffic is estimated at approximately 1,900 daily vehicle trips.

Beaumeade Circle (Route 3037) - is an urban four-lane undivided local roadway which creates a loop within Beaumeade Corporate Park and intersects with Loudoun County Parkway at two locations. It includes a posted speed limit of 35 mph. There are no plans to widen this road. There are no VDOT traffic counts available for Beaumeade Circle. However, based on existing peak hour traffic count data available from the Applicant's traffic study, the roadway daily traffic is estimated to be approximately 6,900 daily vehicle trips in the vicinity of the Beaumeade Circle (south) intersection with Loudoun County Parkway. The 2003 Bike & Ped Plan shows that the southern portion of Beaumeade Circle falls within a Pedestrian Improvement Area shown in the vicinity of the Waxpool Road (Route 625)/Loudoun County Parkway intersection. There are pedestrian facilities along portions of Beaumeade Circle in the vicinity of Guilford Drive.

Loudoun County Parkway (Route 607) - is a controlled access, minor arterial roadway constructed for the most part as a four-lane median divided facility between Harry Byrd Highway (Route 7) and Waxpool Road (Route 625) and as a six-lane divided road between Waxpool Road (Route 625) and the Dulles Greenway (Route 267). There is a short two-lane segment between Gloucester Parkway (Route 2150) and Redskin Park Drive. A traffic signal is in place at the Loudoun County Parkway/Waxpool Road (Route 625) intersection. Loudoun County Parkway has a posted 45-mph speed limit in the vicinity of Beaumeade Circle (south). Separate left- and right-turn lanes are in place at the Loudoun County Parkway/Beaumeade Circle intersections which are unsignalized. The 2010 CTP calls for Loudoun County Parkway to be a controlled access, six-lane divided minor arterial within a 120-foot right-of-way, a 50-mph design speed and turn lanes at all intersections. Adequate right-of-way already exists to accommodate widening Loudoun County Parkway to six lanes in Beaumeade when necessary. Although there are no 2009 VDOT counts for this segment of Loudoun County Parkway, the Applicant's traffic study, indicates that this road segment carries approximately 21,700 daily vehicle trips south and 17,300 daily vehicles north of the Beaumeade Circle (south) / Loudoun County Parkway intersection. The 2003 Bike & Ped Plan categorizes Loudoun County Parkway as a "baseline connecting roadway" along which bicycle and pedestrian facilities are envisioned. In addition, a portion of Loudoun County Parkway falls within a Pedestrian Improvement Area shown in the vicinity of the Waxpool Road (Route 625)/Loudoun County Parkway intersection.

There is currently an asphalt multi-use trail on the west side of Loudoun County Parkway from Beaumeade Circle (north) south to Cape Court.

Smith Switch Road (Route 1950) - is an unpaved roadway between Gloucester Parkway (Route 2150) and approximately 350 feet north of Chillum Place. It transitions to a paved two-lane roadway south to Hastings Drive and then to a four-lane roadway south to Waxpool Road (Route 625). It is currently closed to through traffic between the W & OD Trail and Chillum Place for a two-lane paving project; the adjacent Merritt at Beaumeade and Stonegate developments are paving this approximately 1400-foot segment of roadway (expected to be completed by the end of the year). There are no recent VDOT traffic counts for Smith Switch Road and traffic counts were not required in the scoping of the Applicant's traffic study. The 2010 CTP calls for Smith Switch Road to be a local access four-lane undivided urban collector within a 70-foot right-of-way, a 40-mph design speed and turn lanes at major intersections. The 2003 Bike & Ped Plan categorizes Smith Switch Road as a "baseline connecting roadway" along which bicycle and pedestrian facilities are envisioned. There are currently no pedestrian facilities along the unpaved segment. However, a paved trail does exist along the east side of Smith Switch Road between Waxpool Road (Route 625) and approximately 350 feet north of Chillum Place. The current paving project on Smith Switch Road will include an 8-foot wide trail along the west side of the road.

Review of Applicant's Traffic Study

Existing Road Network, Traffic Volumes and Level-of-Service (LOS)

The Applicant's traffic study provides existing lane use and traffic control in Figure 2 (*Attachment 2*), existing traffic volumes in Figure 3 (*Attachment 3*), and existing LOS at the Loudoun County Parkway/Beaumeade Circle (south) and Beaumeade Circle/Guilford Drive intersections in Table 1 (*Attachment 4*) and Figure 4 (*Attachment 5*). The LOS analysis for the existing unsignalized Loudoun County Parkway/Beaumeade Circle (south) intersection indicates that the eastbound approach, the northbound and the southbound left-turn movements operate at acceptable (LOS D or better) LOS during both peak hours. However, the westbound approach operates at an unacceptable LOS (LOS F) during both peak hours. All movements of the unsignalized Beaumeade Circle/Guilford Drive are shown to operate at acceptable LOS (LOS D or better) during both peak hours in Table 1 (*Attachment 4*) and Figure 4 (*Attachment 5*).

Background (Year 2012) Traffic and Level-of-Service (LOS)

The Applicant's traffic study provides forecasted (i.e., background without development) traffic volumes in Figure 5 (*Attachment 6*) and forecasted LOS at the Loudoun County Parkway/Beaumeade Circle (south) and Beaumeade Circle/Guilford Drive intersections in Table 2 (*Attachment 7*) and Figure 6 (*Attachment 8*). The LOS analysis for the unsignalized Loudoun County Parkway/Beaumeade Circle (south) intersection indicates that the eastbound approach, and the northbound and southbound left-turn movements would continue to operate at acceptable (LOS D or better) LOS during both peak hours. However, the westbound approach would continue to operate at an unacceptable LOS (LOS F) during both peak hours. A traffic signal

was then assumed and tested at the Loudoun County Parkway/Beaumeade Circle (south) intersection. The study indicates that a traffic signal would result in LOS C overall during the AM Peak hour and LOS B overall during the PM peak hour as shown in Table 2 (*Attachment 7*) and Figure 6 (*Attachment 8*). Each of the approaches and turn movements would operate at an acceptable LOS (LOS D or better) as shown in Table 2 (*Attachment 7*) and Figure 6 (*Attachment 8*). All movements of the unsignalized Beaumeade Circle/Guilford Drive are shown to operate at acceptable LOS (LOS D or better) during both peak hours in Table 2 (*Attachment 7*) and Figure 6 (*Attachment 8*).

Trip Generation

Based on traffic counts from a data center facility in the vicinity of the site, the Applicant's traffic study indicates that the proposed data center use, at 357,000 square feet (0.6 FAR), will generate 79 AM peak hour, 47 PM peak hour and 470 daily vehicle trips as shown in Table 3 (*Attachment 9*). Based on the *Trip Generation Manual, 8th Edition, Institute of Transportation Engineers (ITE)*, the maximum amount of approved by-right office and flex-industrial uses (totaling 238,000 square feet (0.4 FAR)) would generate 285 AM peak hour, 289 PM peak hour and 1,956 daily vehicle trips as shown in Table 3 (*Attachment 9*). The proposed use represents a decrease of 206 AM peak hour, 242 PM peak hour and 1,486 daily vehicle trips compared to currently approved uses.

Trip Distribution and Assignment

The Applicant's traffic study notes in Figure 7 (*Attachment 10*) that, based on existing traffic data and anticipated traffic patterns, 30% of the site traffic would approach from the north on Loudoun County Parkway and 70% would approach from the south on Loudoun County Parkway. Assignment of site-generated trips is also shown on Figure 7 (*Attachment 10*).

Forecasted Level-of-Service (Year 2012)

The Applicant's traffic study provides the total future (Year 2012) condition with the proposed development traffic volumes in Figure 8 (*Attachment 11*) and total future LOS at the Loudoun County Parkway/Beaumeade Circle (south) and Beaumeade Circle/Guilford Drive intersections in Table 5 (*Attachment 12*) and Figure 9 (*Attachment 13*). The LOS analysis for the Loudoun County Parkway/Beaumeade Circle (south) intersection assumes a signalized intersection and indicates that all movements would operate at acceptable LOS (LOS D or better) during both peak hours with a signal in place. All movements of the unsignalized Beaumeade Circle/Guilford Drive intersection are shown to operate at acceptable LOS (LOS D or better) during both peak hours in Table 5 (*Attachment 12*) and Figure 9 (*Attachment 13*).

Transportation Comments

1. Based on the Applicant's traffic study, the proposed use would reduce traffic on the adjacent road network when compared to the approved PD-IP uses on the site. At the same

time, the Applicant's traffic study notes that a traffic signal is needed at the Loudoun County Parkway/Beaumeade Circle (south) intersection. This intersection was not originally proffered for a traffic signal from the original Beaumeade development. However, traffic has grown significantly on Loudoun County Parkway since the approval of the Beaumeade development. Given that the Applicant's peak hour traffic makes up approximately 2.2 % (107 vehicle trips) of the overall (4,734 vehicle trips) AM and PM traffic at this intersection, a fair-share contribution of \$6,600 is recommended towards a signal at this intersection. This is based on an estimated signal cost of \$300,000 at the Loudoun County Parkway/Beaumeade Circle (south) intersection.

2. In order for the assumed trip generation figures to be realized, additional office uses on the site above the amount currently allowed by-right must be limited to data center uses only. A condition of approval to this effect should be included with the application.
3. In order to facilitate pedestrian access, it is recommended that the Applicant provide a 5-foot trail/sidewalk along the site frontage along Guilford Drive and Beaumeade Circle.

Recommendation

Provided the Applicant adequately addresses the above outstanding issues, OTS would have no objection to the approval of these applications.

ATTACHMENTS

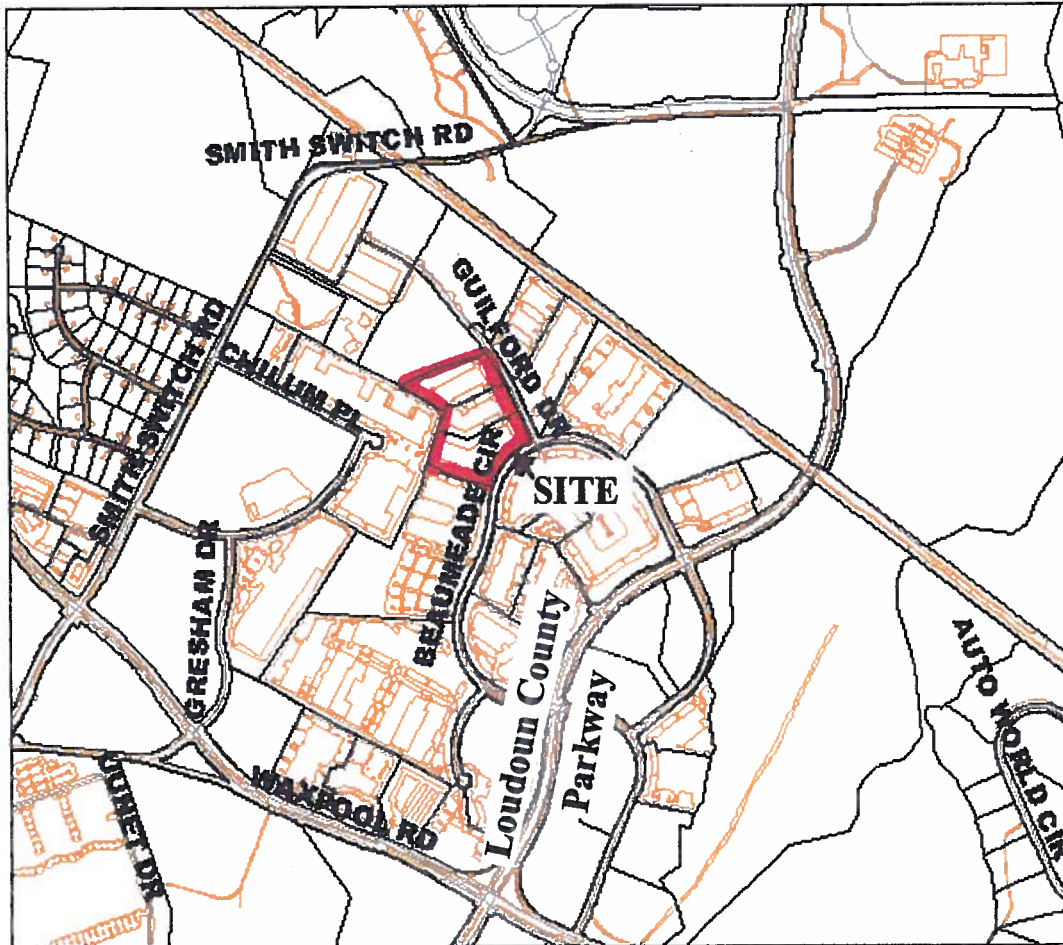
1. Site Vicinity Map
2. Existing Lane Use and Traffic Control (2010)
3. Existing Traffic Volumes (2010)
4. Existing Intersection Capacity Analyses (2010)
5. Existing Peak Hour Intersection LOS
6. Future Background (Without Development) Traffic Volumes (2012)
7. Future Background (Without Development) Peak Hour Intersection Capacity Analyses (2012)
8. Future Background (Without Development) Peak Hour LOS & Recommended Improvements (2012)
9. Site Trip Generation and Trip Generation Comparison Between Approved and Proposed Uses
10. Site Trip Distribution and Assignment
11. Total Future (With Development) Traffic Volumes (2012)
12. Total Future (With Development) Peak Hour Intersection Capacity Analyses (2012)
13. Total Future (With Development) Peak Hour LOS (2012)

cc: Andrew Beacher, Director, OTS
Lou Mosurak, Senior Coordinator, OTS

Loudoun County Mapping System



7,059,929



7,052,625

11,775,545

Map Width=8,350 feet

11,783,895

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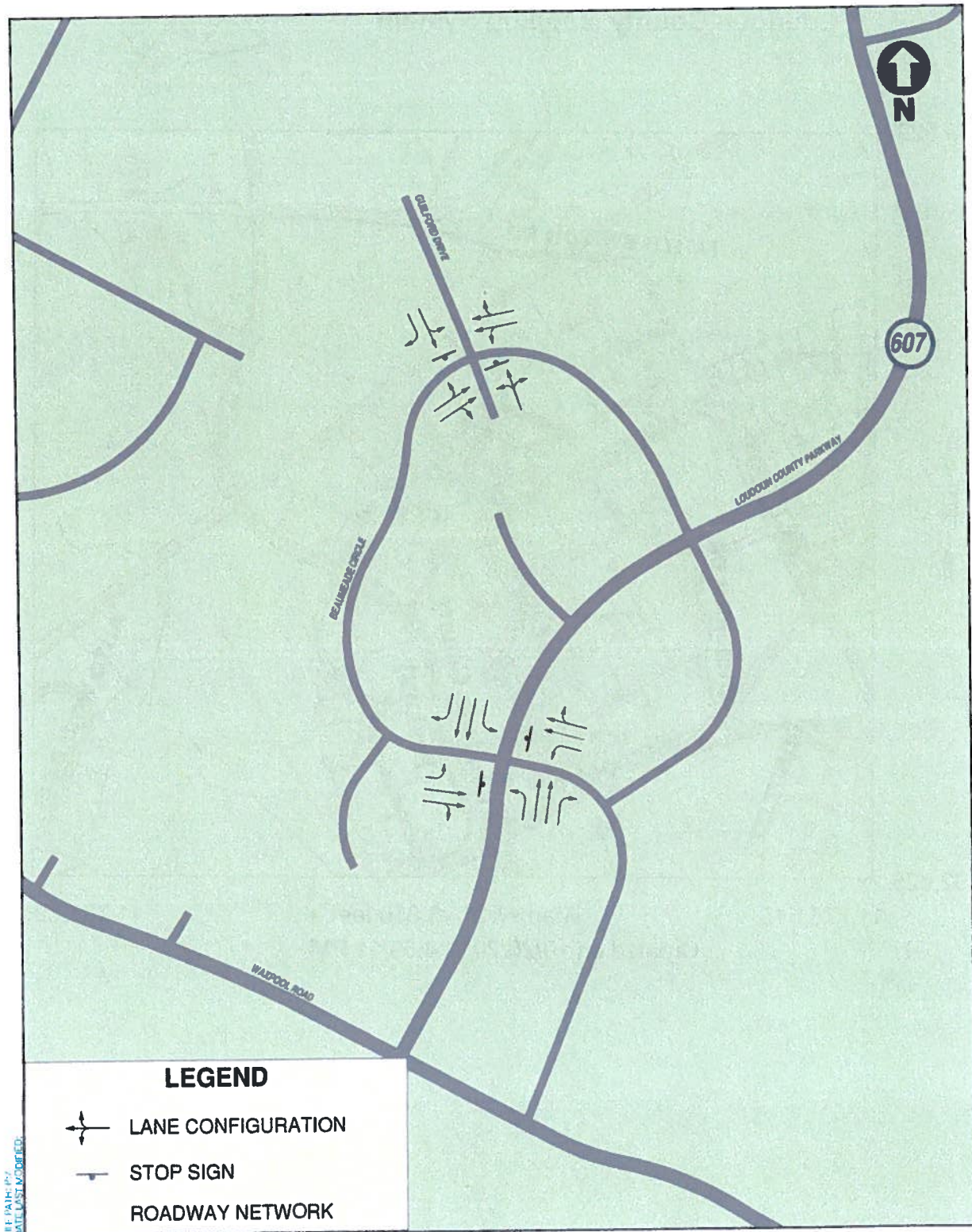


Figure 2
Local Roadway Network (2010)

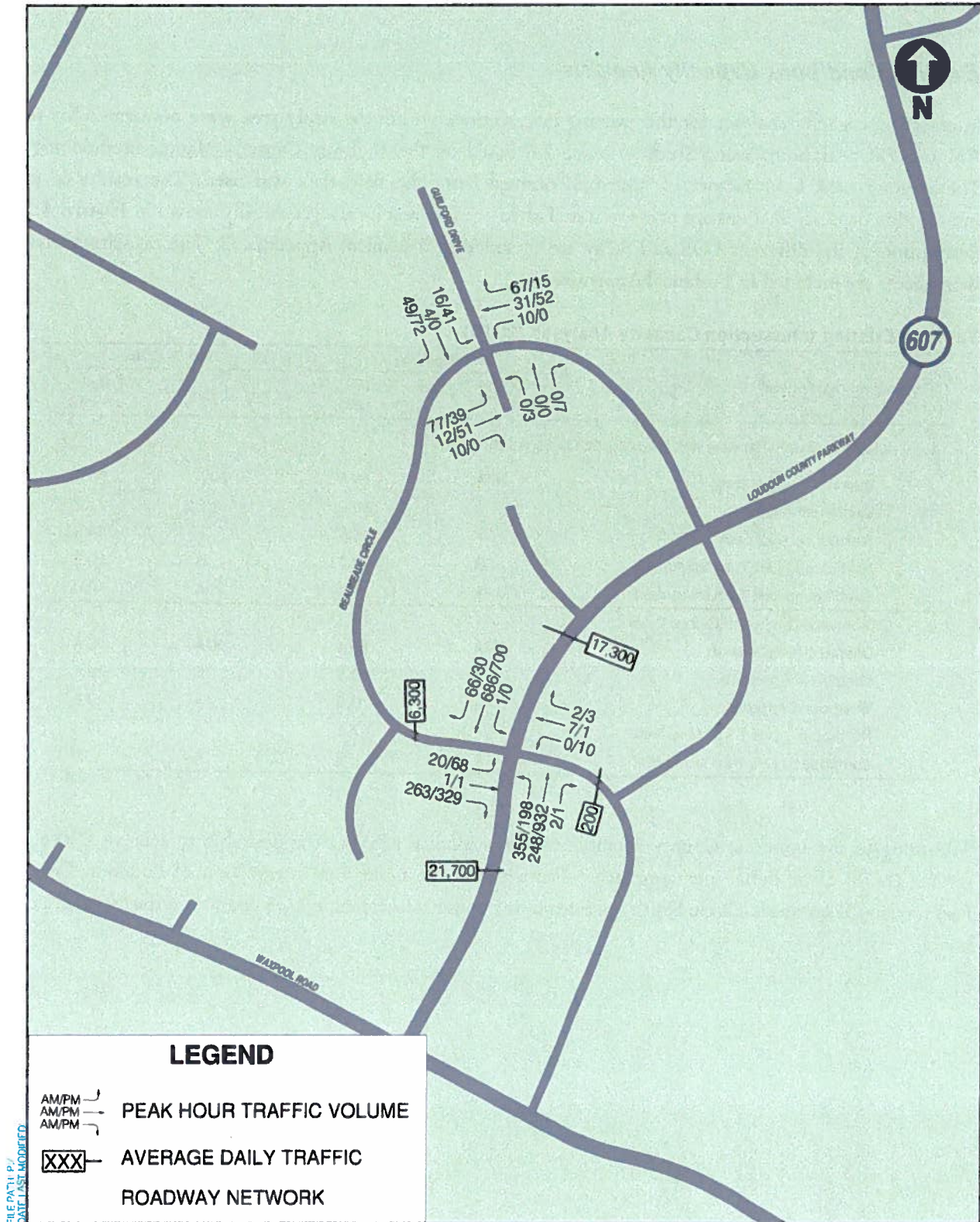


Figure 3
Existing (2010) Condition Traffic Volumes

Existing Conditions Capacity Analysis

Intersection capacity analyses for the existing intersections within the study area were performed for the AM and PM peak hours using *Synchro*, version 7.0 based on the Highway Capacity Manual methodology. The existing peak hour factors by approach derived from the field data was used. The results of the intersection capacity analyses are presented in **Table 1**. The results are graphically shown in **Figure 4**. A description of the different LOS and delay are included in Technical Appendix C. The capacity analysis worksheets are included in Technical Appendix D.

Table 1: Existing Intersection Capacity Analyses (2010)

Intersection (Movement)	AM Peak Hour		PM Peak Hour	
	Level of Service	Delay (sec/veh)	Level of Service	Delay (sec/veh)
1. Loudoun County Parkway and Beaumeade Circle South				
Overall (Unsignalized)	N/A	N/A	N/A	N/A
Eastbound Approach	C	20.2	C	21.2
Westbound Approach	F	106.4	F	744.9
Northbound Left Turn Movement	B	13.7	B	10.9
Southbound Left Turn Movement	A	7.8	A	0.0
2. Beaumeade Circle and Gilford Drive				
Overall (Unsignalized)	N/A	N/A	N/A	N/A
Eastbound Approach	A	9.5	B	10.6
Westbound Approach	A	0.0	A	9.5
Northbound Left Turn Movement	A	7.1	A	4.4
Southbound Left Turn Movement	A	2.9	A	0.0

According to the Loudoun County Facility Standards Manual (FSM), it is desirable to achieve a level of service (LOS) D or better per approach. From the above table, the intersection of Loudoun County Parkway and Beaumeade Circle South operates today under unacceptable LOS conditions during both peak hours.

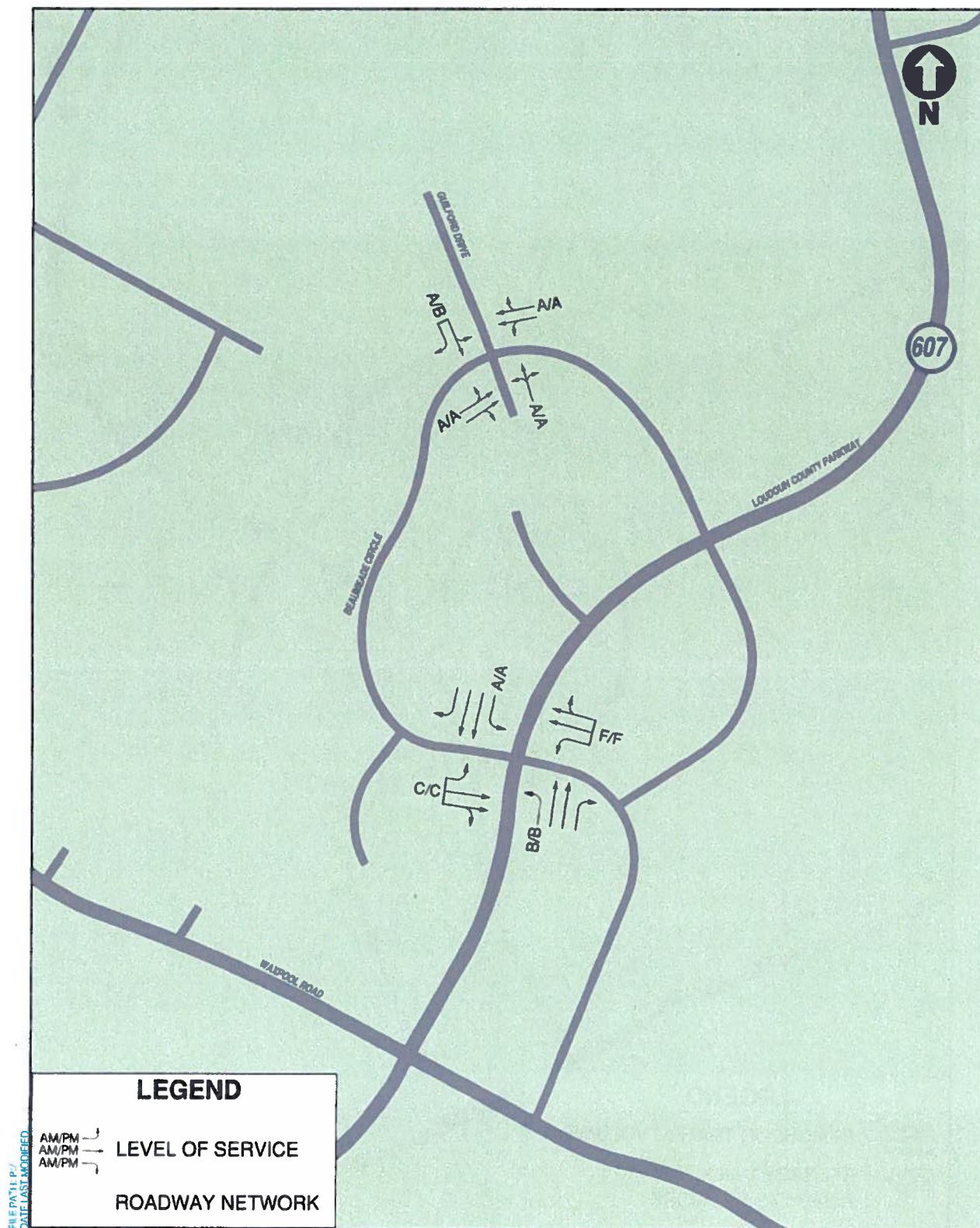


Figure 4
Existing (2010) Peak Hour Levels of Service

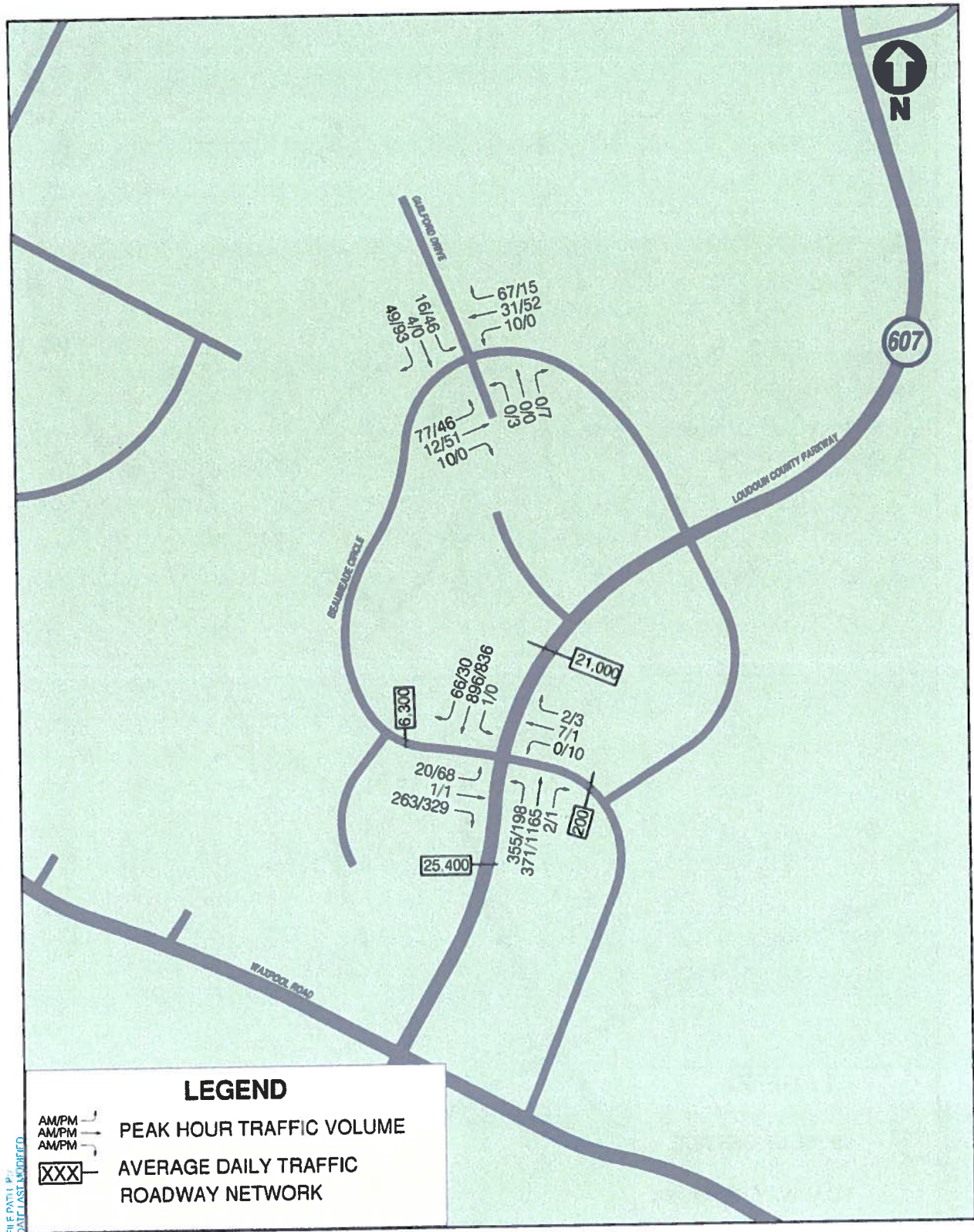


Figure 5
Future (2012) Condition Without Development Traffic Volumes

Future Conditions without Development Capacity Analysis

Capacity analyses were performed to determine the operational levels of service of the studied intersections for the future conditions without development. The default peak hour factor of 0.92 was used for all future scenarios. The results of the intersection capacity analyses for the future conditions without development are summarized in Table 2 and Figure 6. The detailed analyses worksheets are provided in the Technical Appendix F.

Table 2: Future without Development Intersection Capacity Analyses (2012)

Intersection (Movement)	AM Peak Hour		PM Peak Hour	
	Level of Service	Delay (sec/veh)	Level of Service	Delay (sec/veh)
1. Loudoun County Parkway and Beaumeade Circle South				
Overall (Unsignalized)	N/A	N/A	N/A	N/A
Eastbound Approach	C	22.5	D	28.9
Westbound Approach	F	206.8	F	1837.7
Northbound Left Turn Movement	C	17.8	B	12.1
Southbound Left Turn Movement	A	8.1	A	0.0
Overall Mitigation – Add a signal	C	20.0	B	12.4
Eastbound Approach	D	46.0	D	45.3
Westbound Approach	D	44.3	D	43.0
Northbound Approach	C	20.3	A	4.1
Southbound Approach	B	11.9	A	9.9
2. Beaumeade Circle and Gilford Drive				
Overall (Unsignalized)	N/A	N/A	N/A	N/A
Eastbound Approach	A	9.4	A	9.3
Westbound Approach	A	0.0	A	9.2
Northbound Left Turn Movement	A	5.9	A	4.6
Southbound Left Turn Movement	A	2.9	A	0.0

According to the Loudoun County Facility Standards Manual (FSM), it is desirable to achieve a level of service (LOS) D or better per approach. The intersection of Loudoun County Parkway and Beaumeade Circle South continues to operate at an unacceptable level of service conditions in the AM and PM peak hours as an unsignalized intersection. However, the planned installation of the signal at this intersection will result in acceptable operating conditions.

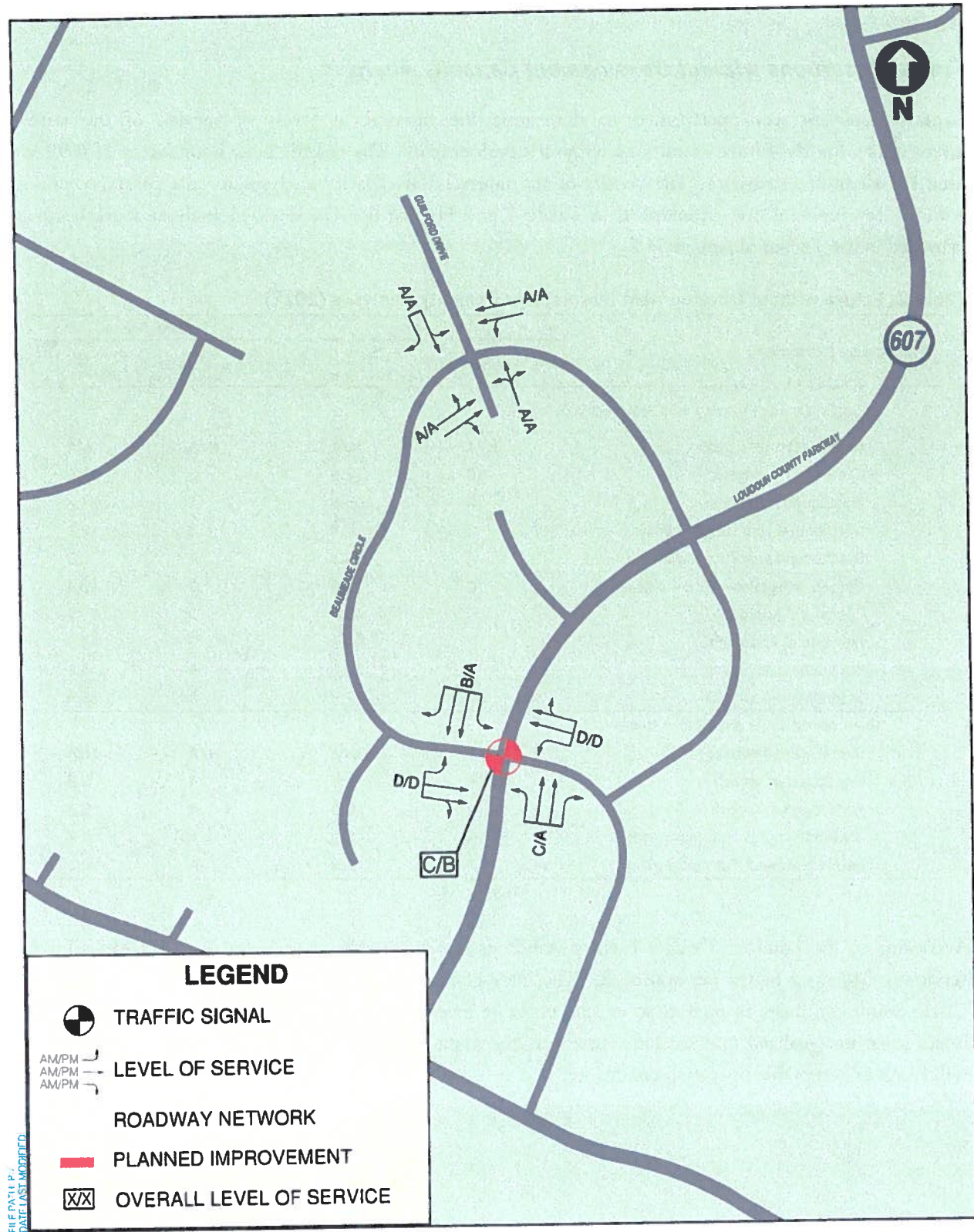


Figure 6
Future (2012) Condition Without Development Peak Hour LOS & Recommended Improvements

FUTURE CONDITIONS WITH DEVELOPMENT (2012)

Site Description

A special exception is requested to allow data center uses on the property located at 44633 and 44645 Guilford Drive, and 21641 Beaumeade Circle in Loudoun County, Virginia ("the Property"). All three parcels are zoned Planned Development-Industrial Park ("PD-IP"). The proposed SPEX application calls for the reuse of these existing sites with up to 357,270 SF of data center uses. The property is located west of Beaumeade Circle and south of Guilford Drive in Loudoun County, Virginia. The site is currently approved for flex industrial uses, which allows up to approximately 117,000 square feet of office uses and 121,000 square feet of manufacturing uses.

Site Access

The Property is currently served by three unsignalized full movement driveways off of Guilford Drive and one off of Beaumeade Circle. The proposed data center development is anticipated to be complete by 2012. The existing access points will continue to serve the data center facility.

Site Generated Volumes

A trip generation comparison between the approved and proposed use was conducted using ITE's Trip Generation, 8th Edition and is shown in Table 3 below.

Table 3: Trip Generation Comparison between Approved and Proposed Plan

Land Use	ITE Code	Size	----- Week day -----							
			AM Peak Hour			PM Peak Hour			Daily Total	
			In	Out	Total	In	Out	Total		
<u>Proposed Data Center</u>										
Data Center	N/A*	357	kSF	38	41	79	12	35	47	470
<u>By-Right Flex- Industrial</u>										
General Office Building	710	117	kSF	188	25	213	36	174	210	1,506
Manufacturing	140	121	kSF	57	15	72	29	50	79	450
Total By-Right Trips		238	kSF	245	40	285	65	224	289	1,956
Comparison (Proposed Minus By-right)				-207	1	-206	-53	-189	-242	-1,486

As shown in Table 3 above, the ITE trip generation manual does not provide specific trip generation rates for 'Data Center' facilities. Hence, the trip generation for the Data Center was evaluated by conducting traffic counts at a similar Data Center facility in the vicinity of the site. Table 4 shows that the proposed data center use will generate approximately 79 trips in the weekday morning peak hour, approximately 47 trips during the weekday afternoon peak hour and 470 trips in an entire weekday. The proposed plan will generate approximately 206 less trips during weekday morning peak hour, 242 less trips during weekday

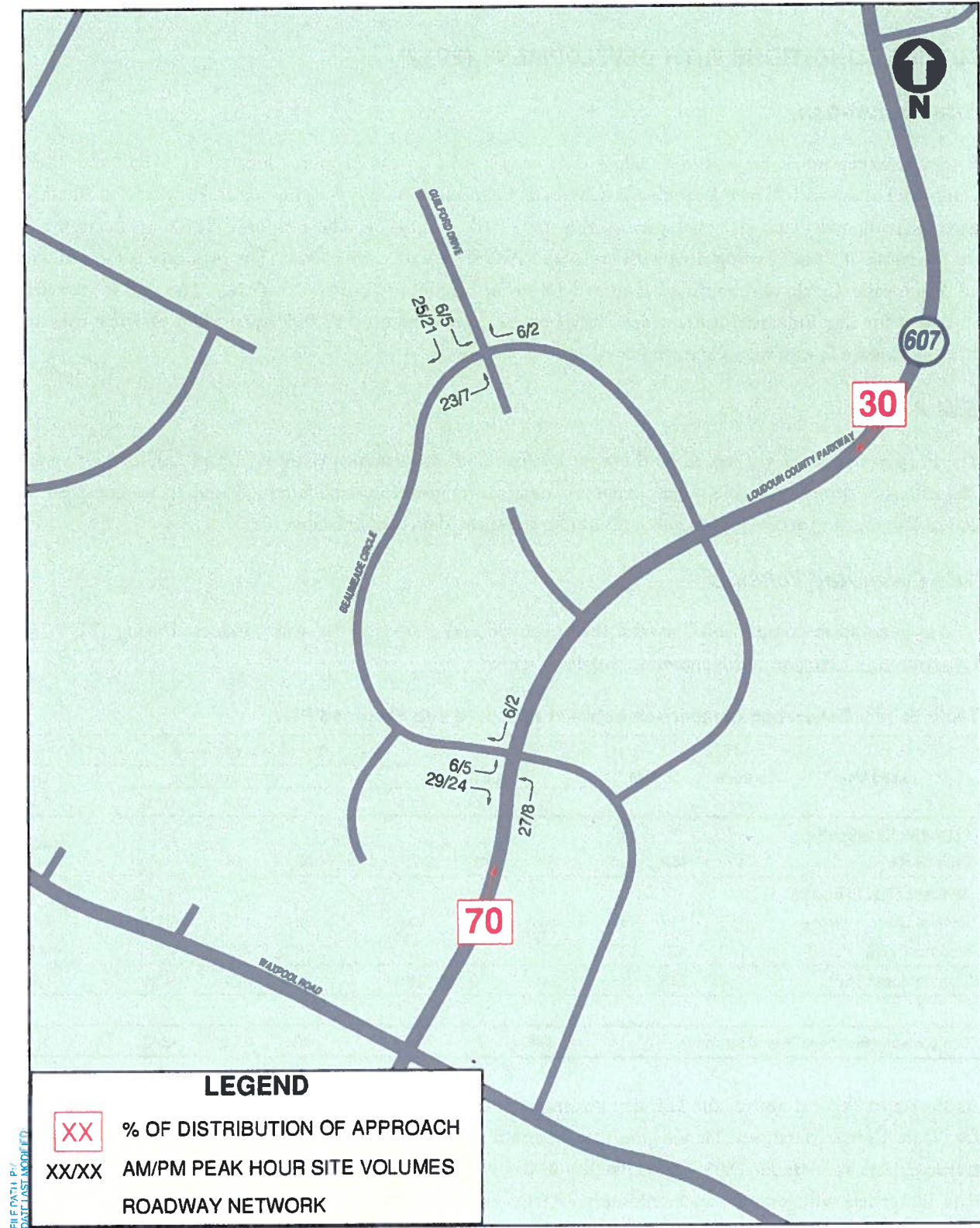


Figure 7
Peak Hour Site Generated Trips

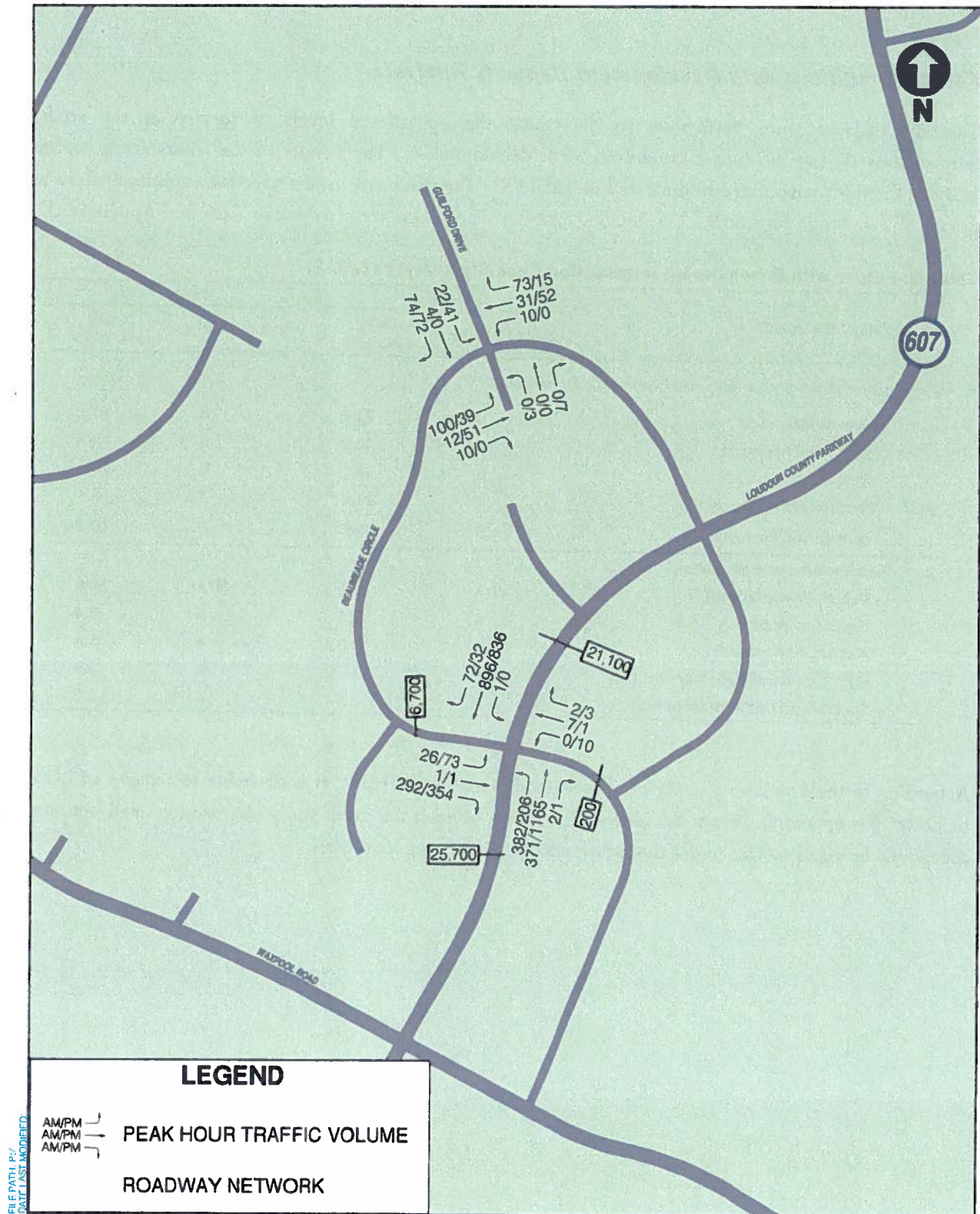


Figure 8
Future (2012) Condition With Development Traffic Volumes

Future Conditions with Development Capacity Analysis

Capacity analyses were performed to determine the operational levels of service of the studied intersections during the future conditions with development. The results of the intersection capacity analyses for this scenario are summarized in **Table 5**. The results of the intersection capacity analysis are graphically shown in **Figure 9**. The detailed analyses worksheets are provided in Technical Appendix G.

Table 5: Future with Development Intersection Capacity Analyses (2012)

Intersection (Movement)	AM Peak Hour		PM Peak Hour	
	Level of Service	Delay (sec/veh)	Level of Service	Delay (sec/veh)
1. Loudoun County Parkway and Beaumeade Circle South				
Overall Mitigation	C	21.6	B	13.1
Eastbound Approach	D	45.9	D	45.7
Westbound Approach	D	43.5	D	42.6
Northbound Approach	C	21.2	A	4.4
Southbound Approach	B	13.8	B	10.2
2. Beaumeade Circle and Gilford Drive				
Overall (Unsignalized)	N/A	N/A	N/A	N/A
Eastbound Approach	A	9.6	A	9.4
Westbound Approach	A	0.0	A	9.4
Northbound Left Turn Movement	A	7.2	A	4.9
Southbound Left Turn Movement	A	2.9	A	0.0

According to the Loudoun County Facilities Standards Manual (FSM), it is desirable to achieve an LOS D or better per approach. From the above table it can be seen that both study intersections will operate at acceptable levels of service under the future with development conditions.

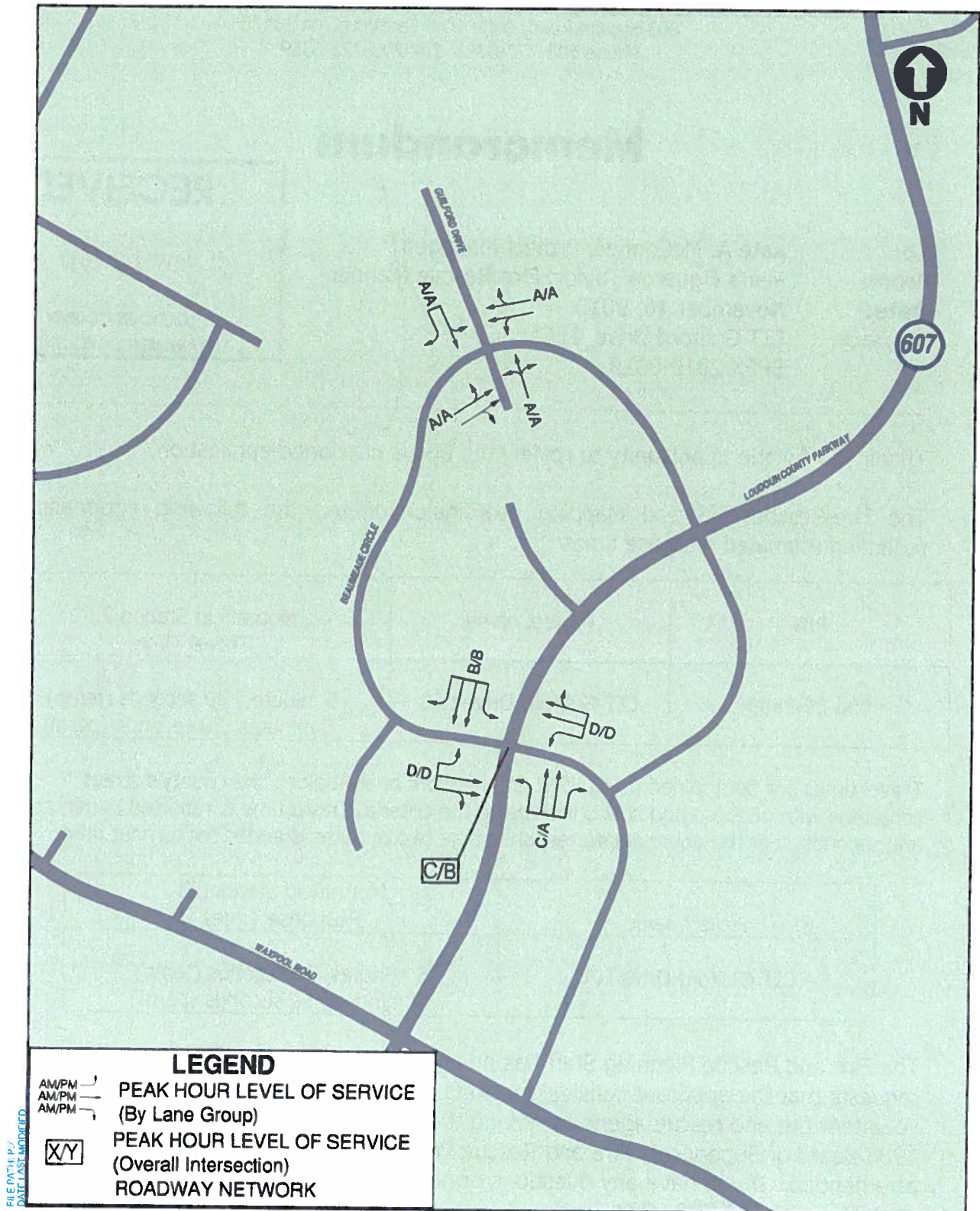


Figure 9
Future (2012) Condition With Development Peak Hour Levels of Service



LOUDOUN COUNTY, VIRGINIA
Department of Fire, Rescue and Emergency Management

803 Sycolin Road, Suite 104 Leesburg, VA 20175
Phone 703-777-0333 Fax 703-771-5359



Memorandum

To: Kate A. McConnell, Project Manager
From: Maria Figueroa Taylor, Fire-Rescue Planner
Date: November 16, 2010
Subject: CIT Guilford Drive, LLC
SPEX 2010-0019



Thank you for the opportunity to review the above captioned application.

The Fire-Rescue GIS and Mapping coordinator offered the following information regarding estimated response times:

PIN	Project name	Moorefield Station 23 Travel Time
060-29-2809	CIT Guilford Drive LCC	3 minutes, 30 seconds (temp) 5 minutes, 50 seconds (perm)

Travel times are determined using ESRI GIS network analyst along the county's street centerline with distance and speed limit being the criteria. Travel time is reported in minutes and seconds. For the approximate response time two minutes is added for turnout time.

Project name	Moorefield Station 23 Response Times
CIT Guilford Drive LCC	5 minutes, 30 seconds (temp) 7 minutes, 50 seconds (perm)

The Fire and Rescue Planning Staff has no comments. However, staff respectfully requests that the applicant considers making a contribution towards the primary volunteer fire and rescue agencies serving the property consistent with the adopted 1988 Board of Supervisors Fire and Rescue Proffer and Special Exception Guidelines, as amended. If you have any questions or need additional information, please contact me at 703-777-0333.

c: Project file

Teamwork * Integrity * Professionalism * Service

McConnell, Kate

From: Church, Boyd
Sent: Wednesday, October 27, 2010 9:11 AM
To: McConnell, Kate
Cc: Williford, Randy
Subject: Spex 2010-0022 CIT Guilford Drive LLC Data Center

Dear Kate:

This project proposes to change the use of the buildings, therefore DGS has no comment.

Sincerely,
Boyd M. Church
Sr. Stormwater Engineer
Loudoun County Dept. of General Services
803 Sycolin Rd. S.E. Suite 100
Leesburg, VA 20175
571-258-3204 (direct)
571-233-9629 (mobile)



Loudoun County Health Department

P.O. Box 7000
Leesburg VA 20177-7000




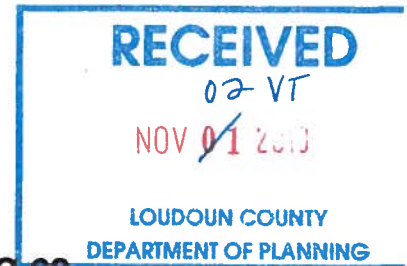
Environmental Health
Phone: 703 / 777-0234
Fax: 703 / 771-5023

Community Health
Phone: 703 / 777-0236
Fax: 703 / 771-5393

25 October 2010

MEMORANDUM TO: Kate McConnell, Project Manager
Department of Planning, **MSC 62**

FROM:  Matthew D. Tolley
Sr. Env. Health Specialist
Division of Environmental Health, **MSC 68**



SUBJECT: **SPEX 2010-0022; CIT Guildford Drive LLC Data Center**
LCTM: 80 ((7)) 18, 19 & 9 ((PIN 060-29-2809, 060-29-0632 & 060-19-3174))

The Health Department recommends approval of this application. There are no facilities of interest to the Health Department on these parcels. The plat reviewed was prepared by J2 Engineers dated 12 July 2010.

Attachments Yes ___ No X

If further information or clarification on the above project is required, please contact Matt Tolley at 771-5248.

MDT/JEL/mt
c:subdvgd.ref

October 26, 2010

Ms. Kate McConnell
Department of Planning
1 Harrison Street, S.E.
P.O. Box 7000
Leesburg, VA 20177-7000

Re: SPEX – 2010-0022; CIT Guilford Drive LLC Data Center

Dear Ms. McConnell:

Loudoun Water has reviewed the referenced application for Special Exception and has the following comments

- Extend a reclaimed-water main along the alignment illustrated in red on the attached aerial photo. Or, extend a reclaimed-water main along a similar alternative alignment as agreed upon with Loudoun Water. Connection to the reclaimed-water system will be addressed during construction plan review.

Should you have any questions, please feel free to contact me.

Sincerely,



Julie Atwell
Engineering Administrative Specialist







COMMONWEALTH of VIRGINIA

DEPARTMENT OF TRANSPORTATION

4975 Alliance Drive
Fairfax, VA 22030

GREGORY A. WHIRLEY
COMMISSIONER



November 18, 2010

Kate McConnell, A.I.C.P.
County of Loudoun
Department of Planning MSC#62
1 Harrison Street, S.E.
P.O. Box 7000
Leesburg, Virginia 20177-7000

Re: Beaumeade CIT Guilford Drive LLC
Loudoun County Application Number SPEX 2010-0022

Dear Ms. McConnell:

We have reviewed the above application as requested in your October 12, 2010 transmittal (received October 15, 2010). We offer the following comments:

1. The application requests approval of 100% office uses. The text states that the intent is to develop data centers on the site, but does not exclude other, more intense office uses.
2. The traffic study compares data center use with the most intensive uses allowed by right under the current zoning. It does not compare the most intense uses allowed under the proposed special exception with the current warehouse and vacant uses. Please note the following estimated traffic volumes:
 - a. Existing 131,051 sf warehouse and 48,635 sf vacant: 684 vpd ADT, 129 vph AM Peak.
 - b. 238,000 sf by-right flex: 1,956 vpd ADT, 285 vph AM Peak
 - c. 357,000 sf proposed data center: 470 vpd ADT, 79 vph AM Peak.
 - d. 357,000 sf allowable general office: 3,556 vpd ADT, 519 vph AM Peak.
3. Based on the traffic estimated in a. and d. above, this application would require a Chapter 527 review submission, unless the application is limited to data center uses.

Beaumeade CIT Guilford Drive LLC
November 18, 2010
Page 2

If you have any questions, please call me at (703) 259-2422.

Sincerely,

A handwritten signature in black ink, appearing to read 'T.B. VanPoole', with a stylized flourish at the end.

Thomas B. VanPoole, P.E.
Area Land Use Engineer

Important! The adopted Affidavit and Reaffirmation of Affidavit forms shall not be altered or modified in any way. Any form that is altered or modified in any way will not be accepted.

REAFFIRMATION OF AFFIDAVIT

In reference to the Affidavit dated August 11, 2010
(enter date of affidavit)

For the Application CIT Guilford Drive LLC, with Number(s) ZRTD 2010-0002
[enter Application name(s)] [enter Application number(s)]

RECEIVED

DEC 21 2010

LOUDOUN COUNTY
DEPARTMENT OF PLANNING

I, Molly M. Novotny, do hereby state that I am an

(check one) Applicant (must be listed in Paragraph C of the above-described affidavit)
 X Applicant's Authorized Agent (must be listed in Paragraph C of the above-described affidavit)

And that to the best of my knowledge and belief, the following information is true:

(check one) I have reviewed the above-described affidavit, and the information contained therein is true and complete as of _____, or;
(today's date)

 X I have reviewed the above-described affidavit, and I am submitting a new affidavit which includes changes, deletions or supplemental information to those paragraphs of the above-described affidavit indicated below:

(Check if applicable)

 X Paragraph C-1
 X Paragraph C-2
 X Paragraph C-3
 Paragraph C-4(a)
 Paragraph C-4(b)
 Paragraph C-4(c)

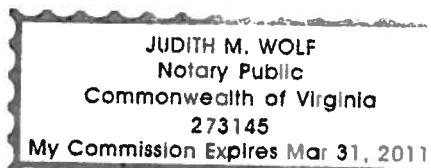
WITNESS the following signature:

Molly M. Novotny
check one: [] Applicant or [X] Applicant's Authorized Agent
Molly M. Novotny, Senior Urban Planner
(Type or print first name, middle initial and last name and title of signee)

Subscribed and sworn before me this 21st day of December, 2010, in the State/Commonwealth of Virginia, in the County/City of Fairfax.

Judith M. Wolf
Notary Public

My Commission Expires: 3/31/2011
Notary Registration Number: 373145
464092 v1/RE



ATTACHMENT 2

I, Molly M. Novotny, do hereby state that I am an
____ Applicant

X Applicant's Authorized Agent listed in Section C.1. below

in Application Number(s): ZRTD 2010-0002
and that to the best of my knowledge and belief, the following information is true:

C. DISCLOSURES: REAL PARTIES IN INTEREST AND LAND USE PROCEEDINGS

1. REAL PARTIES IN INTEREST

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS** and **LESSEES** of the land described in the application* and if any of the forgoing is a **TRUSTEE**** each **BENEFICIARY** of such trust, and all **ATTORNEYS**, and **REAL ESTATE BROKERS**, and all AGENTS of any of the foregoing.

All relationships to the persons or entities listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together (ex. Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner, etc.) For a multiple parcel application, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

PIN	NAME (First, M.I., Last)	ADDRESS (Street, City, State, Zip Code)	RELATIONSHIP (Listed in bold above)
060-29-2809 060-29-0632 060-19-3174	CIT Guilford Drive LLC - Jesse D. Martin	875 N. Michigan Ave. Chicago, IL 60611	Applicant/Title Owner
	KLNB, LLC -Kevin J Goeller	8027 Leesburg Pike, Suite 300 Vienna, VA 22182	Broker/Agent
	J2 Engineers, Inc. -Jeffrey L. Gilliland -James C. Bishoff -Nicholas L. Leypoldt	7300 Infantry Ridge Road Manassas, VA 20109	Engineer/Agent
	RREEF AMERICA, LLC -Jesse D. Martin	875 N. Michigan Ave. Chicago, IL 60611	Applicant/Manager

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

X There are additional Real Parties in Interest. See Attachment to Paragraph C-1.

I, Molly M. Novotny, do hereby state that I am an
____ Applicant

X Applicant's Authorized Agent listed in Section C.1. below

in Application Number(s): ZRTD 2010-0002
and that to the best of my knowledge and belief, the following information is true:

C. DISCLOSURES: REAL PARTIES IN INTEREST AND LAND USE PROCEEDINGS

1. REAL PARTIES IN INTEREST

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS** and **LESSEES** of the land described in the application* and if any of the forgoing is a **TRUSTEE**** each **BENEFICIARY** of such trust, and all **ATTORNEYS**, and **REAL ESTATE BROKERS**, and all AGENTS of any of the foregoing.

All relationships to the persons or entities listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together (ex. Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner, etc.) For a multiple parcel application, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

PIN	NAME (First, M.I., Last)	ADDRESS (Street, City, State, Zip Code)	RELATIONSHIP (Listed in bold above)
	Gorove/Slade Associates, Inc. - Christopher M. Tacinelli - Tushar A. Awar	3914 Centreville Road Suite #330 Chantilly VA 20151	Traffic Engineer/Agents
	Cooley LLP - Antonio J. Calabrese - Mark C. Looney - Colleen P. Gillis Snow - Jill Switkin Parks - Brian J. Winterhalter - Shane M. Murphy - John P. Custis (former) - Jeffrey A. Nein - Molly M. Novotny - Ben I. Wales	11951 Freedom Drive, Suite 1500 Reston, VA 20190-5656	Attorney/Agents

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

____ There are additional Real Parties in Interest. See Attachment to Paragraph C-1.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

CIT Guilford Drive LLC, 875 N. Michigan Ave., Chicago, IL 60611

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

<i>SHAREHOLDER NAME</i> (First, M.I., Last)	<i>SHAREHOLDER NAME</i> (First, M.I., Last)
Cabot Industrial Properties, L.P.	

Names of Officers and Directors:

<i>NAME</i> (First, M.I., Last)	<i>Title</i> (e.g. President, Treasurer)
Cabot Industrial Properties, L.P.	Manager

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Cabot Industrial Holdings, LLC, 875 N. Michigan Ave., Chicago, IL 60611

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

<i>SHAREHOLDER NAME (First, M.I., Last)</i>	<i>SHAREHOLDER NAME (First, M.I., Last)</i>
DEXUS Industrial LLC	

Names of Officers and Directors:

<i>NAME (First, M.I., Last)</i>	<i>Title (e.g. President, Treasurer)</i>

X There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

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Name and Address of Corporation: (complete name, street address, city, state, zip code)

DEXUS Industrial LLC, 875 N. Michigan Ave., Chicago, IL 60611

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

<i>SHAREHOLDER NAME</i> <i>(First, M.I., Last)</i>	<i>SHAREHOLDER NAME</i> <i>(First, M.I., Last)</i>
DEXUS Industrial Properties Inc. (US REIT) (owns 98.99% of DEXUS Industrial LLC)	
DEXUS Industrial Properties Sub 1 LLC (owns just 1.01% of DEXUS Industrial LLC)	

Names of Officers and Directors:

<i>NAME</i> <i>(First, M.I., Last)</i>	<i>Title</i> <i>(e.g. President, Treasurer)</i>

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

DEXUS Industrial Properties Inc. (US REIT), 875 N. Michigan Ave., Chicago, IL 60611

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
DEXUS Industrial Trust (DIT)	
DEXUS Diversified Trust (DDF)	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

AREIT "DEXUS Property Group" (DXS), Level 9, 343 George St., Sydney NSW 2000, Australia

Description of Corporation:

☐ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☒ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☒ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Cabot LPI, LLC, 875 N. Michigan Ave., Chicago, IL 60611

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

<i>SHAREHOLDER NAME</i> <i>(First, M.I., Last)</i>	<i>SHAREHOLDER NAME</i> <i>(First, M.I., Last)</i>
Cabot Industrial Holdings, LLC	

Names of Officers and Directors:

<i>NAME</i> <i>(First, M.I., Last)</i>	<i>Title</i> <i>(e.g. President, Treasurer)</i>

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

KLNB, LLC, 8027 Leesburg Pike, Suite 300, Vienna, VA 22182

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Keith T. Barnett	Matthew J. Locraft
Kevin R. Barrett	Thomas H. Maddux
John T. Boote	J. Lawrence Mekulski
James V. Caronna	Michael J. Meyer
Dallon L. Cheney	Adam (nmi) Miller
Devin D. Corini	J. William Miller
Peter I. Dudley	Patrick A. Miller
Andrew E. Feldman	Craig P. Morrell
Stephen J. Ferrandi	Joseph P. Nolan
David J. Fritz	Walter L. Patton
Andrew J. Georgelakos	Michael L. Patz
Dimitri A. Georgelakos	Allan J. Riorda
Kevin J. Goeller	Phillip T. Ruxton
Sam H. Hodges	Robert Z. Smith
Ernest R. Hueter	Marc J. Tasker
Cary A. Judd	Melissa L. Welch
Maury W. Levin	Karen G. Wilner

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

J2 Engineers, Inc., 7030 Infantry Ridge Road, Manassas, VA 20109

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Jeffrey L. Gilliland	
James C. Bishoff	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

RREEF AMERICA, LLC, 875 N. Michigan Ave.; Chicago, IL 60611

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Romeo One, LLC	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Romeo One, LLC, Attention: Salvatore Palazzolo, Managing Director, Senior Counsel
280 Park Avenue, 6th Floor West, New York, NY 10017

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

<i>SHAREHOLDER NAME (First, M.I., Last)</i>	<i>SHAREHOLDER NAME (First, M.I., Last)</i>
RoAdco I, Inc.	

Names of Officers and Directors:

<i>NAME (First, M.I., Last)</i>	<i>Title (e.g. President, Treasurer)</i>

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

RoAdco I, Inc., Attention: Salvatore Palazzolo, Managing Director, Senior Counsel
280 Park Avenue, 6th Floor West, New York, NY 10017

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

<i>SHAREHOLDER NAME</i> <i>(First, M.I., Last)</i>	<i>SHAREHOLDER NAME</i> <i>(First, M.I., Last)</i>
Romeo U.S. Group, Inc.	

Names of Officers and Directors:

<i>NAME</i> <i>(First, M.I., Last)</i>	<i>Title</i> <i>(e.g. President, Treasurer)</i>

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Romeo U.S. Group, Inc., Attention: Salvatore Palazzolo, Managing Director, Senior Counsel
280 Park Avenue, 6th Floor West, New York, NY 10017

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
RoPro U.S. Holding, Inc.	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

RoPro U.S. Holding, Inc., Attention: Salvatore Palazzolo, Managing Director, Senior Counsel
280 Park Avenue, 6th Floor West, New York, NY 10017

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
DBAH Corp.	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

DBAH Corp., Attention: Salvatore Palazzolo, Managing Director, Senior Counsel
280 Park Avenue, 6th Floor West, New York, NY 10017

Description of Corporation:

☒ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☐ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

<i>SHAREHOLDER NAME</i> <i>(First, M.I., Last)</i>	<i>SHAREHOLDER NAME</i> <i>(First, M.I., Last)</i>
Taunus Corporation	

Names of Officers and Directors:

<i>NAME</i> <i>(First, M.I., Last)</i>	<i>Title</i> <i>(e.g. President, Treasurer)</i>

Check if applicable:

☒ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Taunus Corporation, Attention: Salvatore Palazzolo, Managing Director, Senior Counsel
280 Park Avenue, 6th Floor West, New York, NY 10017

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Deutsche Bank A.G.	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)	NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Barclay J. Kamb	Partner	Timothy J. Moore	Partner
Richard S. Kanowitz	Partner	Webb B. Morrow, III	Partner
Jeffrey S. Karr	Partner	Howard (nmi) Morse	Partner
Scott L. Kaufman	Partner	Kevin P. Mullen (former)	Partner
Sally A. Kay	Partner	Frederick T. Muto	Partner
Heidi (nmi) Keefe	Partner	Ryan (nmi) Naftulin	Partner
J. Michael Kelly	Partner	Stephen C. Neal	Partner
Kevin F. Kelly	Partner	Alison (nmi) Newman	Partner
Jason L. Kent	Partner	William H. O'Brien	Partner
Kristen D. Kercher	Partner	Thomas D. O'Connor	Partner
Charles S. Kim	Partner	Ian (nmi) O'Donnell	Partner
James C. Kitch	Partner	Kathleen (nmi) Pakenham	Partner
Michael J. Klisch	Partner	Vincent P. Pangrazio	Partner
Jason (nmi) Koral	Partner	Nikesh (nmi) Patel	Partner
Barbara A. Kosacz	Partner	Timothy G. Patterson	Partner
Kenneth J. Krisko	Partner	Amy E. Paye	Partner
John S. Kyle	Partner	Anne H. Peck	Partner
Mark (nmi) Lambert	Partner	D. Bradley Peck	Partner
John G. Lavoie	Partner	Susan Cooper Philpot	Partner
Robin J. Lee	Partner	Benjamin D. Pierson	Partner
Ronald S. Lemieux	Partner	Frank V. Pietrantonio	Partner
Natasha V. Leskovsek	Partner	Mark B. Pitchford	Partner
Shira Nadich Levin	Partner	Michael L. Platt	Partner
Alan (nmi) Levine	Partner	Christian E. Plaza	Partner
Michael S. Levinson	Partner	Lori R.E. Ploeger	Partner
Elizabeth L. Lewis	Partner	Thomas F. Poche	Partner
Michael R. Lincoln	Partner	Anna B. Pope	Partner
James C. T. Linfield	Partner	Marya A. Postner	Partner
David A. Lipkin	Partner	Steve M. Przesmicki	Partner
Chet F. Lipton	Partner	Seth A. Rafkin	Partner
Cliff Z. Liu	Partner	Frank F. Rahmani	Partner
Samuel M. Livermore	Partner	Marc (nmi) Recht	Partner
Douglas P. Lobel	Partner	Thomas Z. Reicher	Partner
J. Patrick Loofbourrow	Partner	Michael G. Rhodes	Partner
Mark C. Looney	Partner	Michelle S. Rhyu	Partner
Robert B. Lovett	Partner	John W. Robertson	Partner
Andrew P. Lustig	Partner	Julie M. Robinson	Partner
Michael X. Marinelli (former)	Partner	Ricardo (nmi) Rodriguez	Partner
John T. McKenna	Partner	Richard S. Rothberg	Partner
Bonnie Weiss McLeod	Partner	Adam J. Ruttenberg	Partner
Mark A. Medearis	Partner	Thomas R. Salley, III	Partner
Daniel P. Meehan	Partner	Richard S. Sanders	Partner
Beatriz (nmi) Mejia	Partner	Glen Y. Sato	Partner
Erik B. Milch	Partner		
Keith A. Miller	Partner		
Robert H. Miller	Partner		
Chadwick L. Mills	Partner		
Brian E. Mitchell	Partner		
Patrick J. Mitchell	Partner		
Ann M. Mooney	Partner		

Check if applicable:

X Additional information for Item C-3 is included on an additional copy of page C-3.

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)	NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Martin S. Schenker	Partner	John H. Toole	Partner
Joseph A. Scherer	Partner	Robert J. Tosti	Partner
William J. Schwartz	Partner	Michael S. Tuscan	Partner
Audrey K. Scott	Partner	Edward Van Geison	Partner
John H. Sellers	Partner	Miguel J. Vega	Partner
Ian R. Shapiro	Partner	Erich E. Veitenheimer, III	Partner
Michael N. Sheetz	Partner	Aaron J. Velli	Partner
Jordan A. Silber	Partner	Robert R. Vieth	Partner
Brent B. Siler	Partner	Lois K. Voelz	Partner
Gregory A. Smith	Partner	Kent M. Walker	Partner
Colleen P. Gillis Snow	Partner	David A. Walsh	Partner
Whitty (nmi) Somvichian	Partner	David M. Warren	Partner
Mark D. Spoto	Partner	Mark B. Weeks	Partner
Wayne O. Stacy	Partner	Steven K. Weinberg	Partner
Neal J. Stephens	Partner	Mark (nmi) Weinstein	Partner
Donald K. Stern	Partner	Thomas S. Welk	Partner
Michael D. Stern	Partner	Peter H. Werner	Partner
Anthony M. Stiegler	Partner	Christopher A. Westover	Partner
Steven M. Strauss	Partner	Francis R. Wheeler	Partner
Myron G. Sugarman	Partner	Brett D. White	Partner
Christopher J. Sundermeier	Partner	Peter J. Willsey	Partner
Ronald R. Sussman	Partner	Mark (nmi) Winfield-Hansen	Partner
C. Scott Talbot	Partner	Nancy H. Wojtas	Partner
Mark P. Tanoury	Partner	Jessica R. Wolff	Partner
Philip C. Tencer	Partner	Nan (nmi) Wu	Partner
Gregory C. Tenhoff	Partner	Babak "Bo" (nmi) Yaghmaie	Partner
Michael E. Tenta	Partner	Mavis L. Yee	Partner
Timothy S. Teter	Partner	Kevin J. Zimmer	Partner
		ADDITIONS:	
		Kevin M. King	Partner

Check if applicable:

X Additional information for Item C-3 is included on an additional copy of page C-3.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

Cabot Industrial Properties, L.P., 875 N. Michigan Ave., Chicago, IL 60611

 (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> <i>(First, M.I., Last)</i>	<i>Title</i> <i>(e.g. General Partner, Limited Partner, etc)</i>
Cabot Industrial Holdings, LLC	General Partner
Cabot LPI, LLC	Limited Partner

Check if applicable:

 X Additional Partnership information attached. See Attachment to Paragraph C-3.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

DEXUS Industrial Trust (DIT), Level 9, 343 George St., Sydney NSW 2000, Australia

 (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

NAME <i>(First, M.I., Last)</i>	Title <i>(e.g. General Partner, Limited Partner, etc)</i>
AREIT "DEXUS Property Group" (DXS)	General Partner

Check if applicable:

 X Additional Partnership information attached. See Attachment to Paragraph C-3.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

DEXUS Diversified Trust (DDF), Level 9, 343 George St., Sydney NSW 2000, Australia

___ (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

NAME <i>(First, M.I., Last)</i>	Title <i>(e.g. General Partner, Limited Partner, etc)</i>
AREIT "DEXUS Property Group" (DXS)	General Partner

Check if applicable:

___ Additional Partnership information attached. *See Attachment to Paragraph C-3.*

4. **ADDITIONAL INFORMATION**

- a. One of the following options **must** be checked:

☐ In addition to the names listed in paragraphs C. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

☒ Other than the names listed in C. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Check if applicable:

☐ Additional information attached. *See Attachment to Paragraph C-4(a).*

- b. That no member of the Loudoun County Board of Supervisors, Planning Commission, Board of Zoning Appeals or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land, or as beneficiary of a trust owning such land.

EXCEPT AS FOLLOWS: (If none, so state). None.

Check if applicable:

☐ Additional information attached. *See Attachment to Paragraph C-4(b).*

- c. That within the twelve-month period prior to the public hearing for this application, no member of the Loudoun County Board of Supervisors, Board of Zoning Appeals, or Planning Commission or any member of his immediate household, either individually, or by way of partnership in which any of them is a partner, employee, agent or attorney, or through a partner of any of them, or through a corporation (as defined in the Instructions at Paragraph B.3) in which any of them is an officer, director, employee, agent or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has or has had any business or financial relationship (other than any ordinary customer or depositor relationship with a retail establishment, public utility, or bank), including receipt of any gift or donation having a value of \$100 or more, singularly or in the aggregate, with or from any of those persons or entities listed above.

EXCEPT AS FOLLOWS: (If none, so state). None.

Check if applicable:

☐ Additional information attached. *See Attachment to Paragraph C-4(c).*

D. COMPLETENESS

That the information contained in this affidavit is complete, that all partnerships, corporations (as defined in Instructions, Paragraph B.3), and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, OR LESSEE of the land have been listed and broken down, and that prior to each hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including any gifts or business or financial relationships of the type described in Section C above, that arise or occur on or after the date of this Application.

WITNESS the following signature:

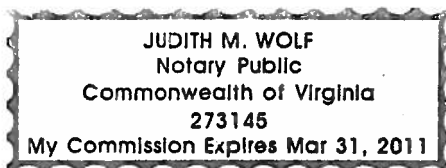
Molly Novotny
check one: [☒] Applicant or [☐] Applicant's Authorized Agent
Molly M. Novotny, Senior Urban Planner
(Type or print first name, middle initial and last name and title of signee)

Subscribed and sworn before me this 21st day of December 2010, in the
State/Commonwealth of Virginia, in the County/City of Fairfax.

Judith M. Wolf
Notary Public

My Commission Expires: 3/31/2011

448178 v6/RE



Important! The adopted Affidavit and Reaffirmation of Affidavit forms shall not be altered or modified in any way. Any form that is altered or modified in any way will not be accepted.

REAFFIRMATION OF AFFIDAVIT

In reference to the Affidavit dated September 16, 2010

(enter date of affidavit)

For the Application CIT Guilford Drive LLC, with Number SPEX 2010-0022

[enter Application name(s)]

[enter Application number(s)]

I, Molly M. Novotny, do hereby state that I am an

(check one) Applicant (must be listed in Paragraph C of the above-described affidavit)

 X Applicant's Authorized Agent (must be listed in Paragraph C of the above-described affidavit)

And that to the best of my knowledge and belief, the following information is true:

(check one) I have reviewed the above-described affidavit, and the information contained therein is true and complete as of _____, or;

(today's date)

 X I have reviewed the above-described affidavit, and I am submitting a new affidavit which includes changes, deletions or supplemental information to those paragraphs of the above-described affidavit indicated below:

(Check if applicable)

 X Paragraph C-1

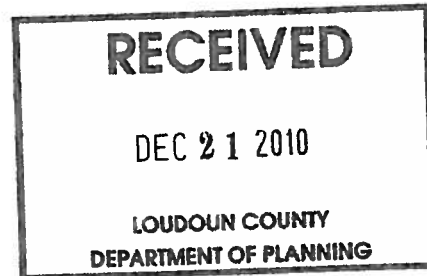
 X Paragraph C-2

 X Paragraph C-3

 Paragraph C-4(a)

 Paragraph C-4(b)

 Paragraph C-4(c)



WITNESS the following signature:

Molly M. Novotny
check one: Applicant or X Applicant's Authorized Agent
Molly M. Novotny, Senior Urban Planner
(Type or print first name, middle initial and last name and title of signee)

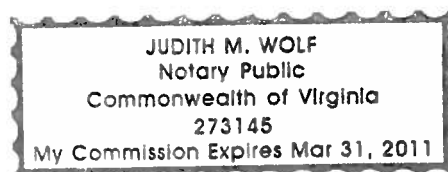
Subscribed and sworn before me this 21st day of December, 2010, in the State/Commonwealth of Virginia, in the County/City of Fairfax.

Judith M. Wolf
Notary Public

My Commission Expires: 3/31/2011

Notary Registration Number: 273145

464097 v1/RE



I, Molly M. Novotny, do hereby state that I am an
____ Applicant

X Applicant's Authorized Agent listed in Section C.1. below

in Application Number(s): SPEX 2010-0022
and that to the best of my knowledge and belief, the following information is true:

C. DISCLOSURES: REAL PARTIES IN INTEREST AND LAND USE PROCEEDINGS

1. REAL PARTIES IN INTEREST

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS** and **LESSEES** of the land described in the application* and if any of the foregoing is a **TRUSTEE**** each **BENEFICIARY** of such trust, and all **ATTORNEYS**, and **REAL ESTATE BROKERS**, and all AGENTS of any of the foregoing.

All relationships to the persons or entities listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together (ex. Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner, etc.) For a multiple parcel application, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

PIN	NAME (First, M.I., Last)	ADDRESS (Street, City, State, Zip Code)	RELATIONSHIP (Listed in bold above)
060-29-2809 060-29-0632 060-19-3174	CIT Guilford Drive LLC - Jesse D. Martin	875 N. Michigan Ave. Chicago, IL 60611	Applicant/Title Owner
	KLNB, LLC -Kevin J Goeller	8027 Leesburg Pike, Suite 300 Vienna, VA 22182	Broker/Agent
	J2 Engineers, Inc. -Jeffrey L. Gilliland -James C. Bishoff -Nicholas L. Leypoldt	7300 Infantry Ridge Road Manassas, VA 20109	Engineer/Agent
	RREEF AMERICA, LLC -Jesse D. Martin	875 N. Michigan Ave. Chicago, IL 60611	Applicant/Manager

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

X There are additional Real Parties in Interest. See Attachment to Paragraph C-1.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Deutsche Bank A.G., Attention: Salvatore Palazzolo, Managing Director, Senior Counsel
280 Park Avenue, 6th Floor West, New York, NY 10017

Description of Corporation:

☐ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☒ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

<i>SHAREHOLDER NAME</i> <i>(First, M.I., Last)</i>	<i>SHAREHOLDER NAME</i> <i>(First, M.I., Last)</i>

Names of Officers and Directors:

<i>NAME</i> <i>(First, M.I., Last)</i>	<i>Title</i> <i>(e.g. President, Treasurer)</i>

Check if applicable:

☒ *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Gorove/Slade Associates, Inc., 1140 Connecticut Ave., NW, Suite 700, Washington, DC 20036

Description of Corporation:

☒ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☐ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

<i>SHAREHOLDER NAME (First, M.I., Last)</i>	<i>SHAREHOLDER NAME (First, M.I., Last)</i>
Christopher M. Tacinelli	
Chad A. Baird	
Daniel B. VanPelt	
Erwin N. Andres	

Names of Officers and Directors:

<i>NAME (First, M.I., Last)</i>	<i>Title (e.g. President, Treasurer)</i>

Check if applicable:

☐ There is additional Corporation Information. See Attachment to Paragraph C-2.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

Cooley LLP, 11951 Freedom Drive, Suite 1500, Reston, VA 20190

X (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> <i>(First, M.I., Last)</i>	<i>Title</i> <i>(e.g. General Partner, Limited Partner, etc)</i>
Jane K. Adams	Partner
Gian-Michele a Marca	Partner
Maureen P. Alger	Partner
Thomas R. Amis	Partner
Mazda K. Antia	Partner
Gordon C. Atkinson	Partner
Michael A. Attanasio	Partner
Jonathan P. Bach	Partner
Celia Goldwag Barenholtz	Partner
Frederick D. Baron	Partner
James A. Beldner	Partner

Check if applicable:

X Additional Partnership information attached. See Attachment to Paragraph C-3.

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)	NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Keith J. Berets	Partner	Sonya F. Erickson	Partner
Laura A. Berezin	Partner	Lester J. Fagen	Partner
Russell S. Berman	Partner	Brent D. Fassett	Partner
Connie N. Bertram	Partner	David J. Fischer	Partner
Laura Grossfield Birger	Partner	M. Wainwright Fishburn, Jr.	Partner
Elias J. Blawie	Partner	Daniel W. Frank	Partner
Ian B. Blumenstein	Partner	Richard H. Frank	Partner
Barbara L. Borden	Partner	Alison J. Freeman-Gleason	Partner
Jodie M. Bourdet	Partner	William S. Freeman	Partner
Wendy J. Brenner	Partner	Steven L. Friedlander	Partner
Matthew J. Brigham	Partner	Thomas J. Friel, Jr.	Partner
Robert J. Brigham	Partner	Koji F. Fukumura	Partner
James P. Brogan	Partner	James F. Fulton, Jr.	Partner
Nicole C. Brookshire	Partner	William S. Galliani	Partner
Alfred L. Browne, III	Partner	Stephen D. Gardner	Partner
Matthew D. Brown	Partner	Jon E. Gavenman	Partner
Matthew T. Browne	Partner	John M. Geschke	Partner
Robert T. Cahill	Partner	Kathleen A. Goodhart	Partner
Antonio J. Calabrese	Partner	Lawrence C. Gottlieb	Partner
Linda F. Callison	Partner	Shane L. Goudey	Partner
Christopher C. Campbell	Partner	William E. Grauer	Partner
Roel C. Campos	Partner	Jonathan G. Graves	Partner
William Lesse Castleberry	Partner	Kimberley J. Kaplan-Gross	Partner
Lynda K. Chandler	Partner	Paul E. Gross	Partner
Dennis (nmi) Childs	Partner	Kenneth L. Guernsey	Partner
Ethan E. Christensen	Partner	Patrick P. Gunn	Partner
Samuel S. Coates	Partner	Jeffrey M. Gutkin	Partner
Alan S. Cohen	Partner	Zvi (nmi) Hahn	Partner
Jeffrey L. Cohen	Partner	John B. Hale	Partner
Thomas A. Coll	Partner	Andrew (nmi) Hartman	Partner
Joseph W. Conroy	Partner	Bernard L. Hatcher	Partner
Jennifer B. Coplan	Partner	Matthew B. Hemington	Partner
Carolyn L. Craig	Partner	Cathy Rae Hersheopf	Partner
John W. Crittenden	Partner	John (nmi) Hession	Partner
Janet L. Cullum	Partner	Gordon K. Ho	Partner
Nathan K. Cummings	Partner	Suzanne Sawochka Hooper	Partner
John A. Dado	Partner	Mark M. Hrenya	Partner
Craig E. Dauchy	Partner	Christopher R. Hutter	Partner
Wendy (nmi) Davis	Partner	Jay R. Indyke	Partner
Renee R. Deming	Partner	Craig D. Jacoby	Partner
Darren K. DeStefano	Partner	Chrystal N. Jensen	Partner
Scott D. Devereaux	Partner	Eric C. Jensen	Partner
Jennifer Fonner DiNucci	Partner	Mark L. Johnson	Partner
Michelle C. Doolin	Partner	Robert L. Jones	Partner
John C. Dwyer	Partner		
Eric S. Edwards	Partner		
Robert L. Eisenbach, III	Partner		

Check if applicable:

X Additional information for Item C-3 is included on an additional copy of page C-3.

I, Molly M. Novotny, do hereby state that I am an

 Applicant

X Applicant's Authorized Agent listed in Section C.1. below

in Application Number(s): SPEX 2010-0022

and that to the best of my knowledge and belief, the following information is true:

C. DISCLOSURES: REAL PARTIES IN INTEREST AND LAND USE PROCEEDINGS

1. REAL PARTIES IN INTEREST

The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS** and **LESSEES** of the land described in the application* and if any of the forgoing is a **TRUSTEE**** each **BENEFICIARY** of such trust, and all **ATTORNEYS**, and **REAL ESTATE BROKERS**, and all AGENTS of any of the foregoing.

All relationships to the persons or entities listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together (ex. Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner, etc.) For a multiple parcel application, list the Parcel Identification Number (PIN) of the parcel(s) for each owner(s).

PIN	NAME (First, M.I., Last)	ADDRESS (Street, City, State, Zip Code)	RELATIONSHIP (Listed in bold above)
	Gorove/Slade Associates, Inc. - Christopher M. Tacinelli - Tushar A. Awar	3914 Centreville Road Suite #330 Chantilly VA 20151	Traffic Engineer/Agents
	Cooley LLP - Antonio J. Calabrese - Mark C. Looney - Colleen P. Gillis Snow - Jill Switkin Parks - Brian J. Winterhalter - Shane M. Murphy - John P. Custis (former) - Jeffrey A. Nein - Molly M. Novotny - Ben I. Wales	11951 Freedom Drive, Suite 1500 Reston, VA 20190-5656	Attorney/Agents

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** In the case of a TRUSTEE, list Name of Trustee, name of Trust, if applicable, and name of each beneficiary.

Check if applicable:

 There are additional Real Parties in Interest. See Attachment to Paragraph C-1.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

CIT Guilford Drive LLC, 875 N. Michigan Ave., Chicago, IL 60611

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Cabot Industrial Properties, L.P.	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)
Cabot Industrial Properties, L.P.	Manager

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Cabot Industrial Holdings, LLC, 875 N. Michigan Ave., Chicago, IL 60611

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

<i>SHAREHOLDER NAME (First, M.I., Last)</i>	<i>SHAREHOLDER NAME (First, M.I., Last)</i>
DEXUS Industrial LLC	

Names of Officers and Directors:

<i>NAME (First, M.I., Last)</i>	<i>Title (e.g. President, Treasurer)</i>

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

DEXUS Industrial LLC, 875 N. Michigan Ave., Chicago, IL 60611

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
DEXUS Industrial Properties Inc. (US REIT) (owns 98.99% of DEXUS Industrial LLC)	
DEXUS Industrial Properties Sub 1 LLC (owns just 1.01% of DEXUS Industrial LLC)	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

DEXUS Industrial Properties Inc. (US REIT), 875 N. Michigan Ave., Chicago, IL 60611

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

<i>SHAREHOLDER NAME</i> (First, M.I., Last)	<i>SHAREHOLDER NAME</i> (First, M.I., Last)
DEXUS Industrial Trust (DIT)	
DEXUS Diversified Trust (DDF)	

Names of Officers and Directors:

<i>NAME</i> (First, M.I., Last)	<i>Title</i> (e.g. President, Treasurer)

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name; street address, city, state, zip code)

AREIT "DEXUS Property Group" (DXS), Level 9, 343 George St., Sydney NSW 2000, Australia

Description of Corporation:

☐ There are 100 or fewer shareholders and all shareholders are listed below.

☐ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

☒ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

☐ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

☒ There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Cabot LPI, LLC, 875 N. Michigan Ave., Chicago, IL 60611

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

<i>SHAREHOLDER NAME</i> (First, M.I., Last)	<i>SHAREHOLDER NAME</i> (First, M.I., Last)
Cabot Industrial Holdings, LLC	

Names of Officers and Directors:

<i>NAME</i> (First, M.I., Last)	<i>Title</i> (e.g. President, Treasurer)

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

KLNB, LLC, 8027 Leesburg Pike, Suite 300, Vienna, VA 22182

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Keith T. Barnett	Matthew J. Locraft
Kevin R. Barrett	Thomas H. Maddux
John T. Boote	J. Lawrence Mekulski
James V. Caronna	Michael J. Meyer
Dallon L. Cheney	Adam (nmi) Miller
Devin D. Corini	J. William Miller
Peter I. Dudley	Patrick A. Miller
Andrew E. Feldman	Craig P. Morrell
Stephen J. Ferrandi	Joseph P. Nolan
David J. Fritz	Walter L. Patton
Andrew J. Georgelakos	Michael L. Patz
Dimitri A. Georgelakos	Allan J. Riorda
Kevin J. Goeller	Phillip T. Ruxton
Sam H. Hodges	Robert Z. Smith
Ernest R. Hueter	Marc J. Tasker
Cary A. Judd	Melissa L. Welch
Maury W. Levin	Karen G. Wilner

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

J2 Engineers, Inc., 7030 Infantry Ridge Road, Manassas, VA 20109

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Jeffrey L. Gilliland	
James C. Bishoff	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

RREEF AMERICA, LLC, 875 N. Michigan Ave.; Chicago, IL 60611

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Romeo One, LLC	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Romeo One, LLC, Attention: Salvatore Palazzolo, Managing Director, Senior Counsel
280 Park Avenue, 6th Floor West, New York, NY 10017

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

<i>SHAREHOLDER NAME</i> <i>(First, M.I., Last)</i>	<i>SHAREHOLDER NAME</i> <i>(First, M.I., Last)</i>
RoAdco I, Inc.	

Names of Officers and Directors:

<i>NAME</i> <i>(First, M.I., Last)</i>	<i>Title</i> <i>(e.g. President, Treasurer)</i>

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, and if such corporation is an owner of the subject land, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

RoAdco I, Inc., Attention: Salvatore Palazzolo, Managing Director, Senior Counsel
280 Park Avenue, 6th Floor West, New York, NY 10017

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME <i>(First, M.I., Last)</i>	SHAREHOLDER NAME <i>(First, M.I., Last)</i>
Romeo U.S. Group, Inc.	

Names of Officers and Directors:

NAME <i>(First, M.I., Last)</i>	Title <i>(e.g. President, Treasurer)</i>

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Romeo U.S. Group, Inc., Attention: Salvatore Palazzolo, Managing Director, Senior Counsel
280 Park Avenue, 6th Floor West, New York, NY 10017

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

<i>SHAREHOLDER NAME (First, M.I., Last)</i>	<i>SHAREHOLDER NAME (First, M.I., Last)</i>
RoPro U.S. Holding, Inc.	

Names of Officers and Directors:

<i>NAME (First, M.I., Last)</i>	<i>Title (e.g. President, Treasurer)</i>

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

RoPro U.S. Holding, Inc., Attention: Salvatore Palazzolo, Managing Director, Senior Counsel
280 Park Avenue, 6th Floor West, New York, NY 10017

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

<i>SHAREHOLDER NAME</i> (First, M.I., Last)	<i>SHAREHOLDER NAME</i> (First, M.I., Last)
DBAH Corp.	

Names of Officers and Directors:

<i>NAME</i> (First, M.I., Last)	<i>Title</i> (e.g. President, Treasurer)

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

DBAH Corp., Attention: Salvatore Palazzolo, Managing Director, Senior Counsel
280 Park Avenue, 6th Floor West, New York, NY 10017

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

<i>SHAREHOLDER NAME (First, M.I., Last)</i>	<i>SHAREHOLDER NAME (First, M.I., Last)</i>
Taunus Corporation	

Names of Officers and Directors:

<i>NAME (First, M.I., Last)</i>	<i>Title (e.g. President, Treasurer)</i>

Check if applicable:

X *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Taunus Corporation, Attention: Salvatore Palazzolo, Managing Director, Senior Counsel
280 Park Avenue, 6th Floor West, New York, NY 10017

Description of Corporation:

X There are 100 or fewer shareholders and all shareholders are listed below.

___ There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

___ There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

___ There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Deutsche Bank A.G.	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

X There is additional Corporation Information. See Attachment to Paragraph C-2.

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Deutsche Bank A.G., Attention: Salvatore Palazzolo, Managing Director, Senior Counsel
280 Park Avenue, 6th Floor West, New York, NY 10017

Description of Corporation:

☐ *There are 100 or fewer shareholders and all shareholders are listed below.*

☐ *There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.*

☐ *There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.*

☒ *There are more than 500 shareholders and stock is traded on a national or local stock exchange.*

Names of Shareholders:

<i>SHAREHOLDER NAME</i> <i>(First, M.I., Last)</i>	<i>SHAREHOLDER NAME</i> <i>(First, M.I., Last)</i>

Names of Officers and Directors:

<i>NAME</i> <i>(First, M.I., Last)</i>	<i>Title</i> <i>(e.g. President, Treasurer)</i>

Check if applicable:

☒ *There is additional Corporation Information. See Attachment to Paragraph C-2.*

2. CORPORATION INFORMATION (see also Instructions, Paragraph B.3 above)

The following constitutes a listing of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 100 or fewer shareholders, a listing of all of the shareholders, **and if such corporation is an owner of the subject land**, all **OFFICERS** and **DIRECTORS** of such corporation. (Include sole proprietorships, limited liability companies and real estate investment trusts).

Name and Address of Corporation: (complete name, street address, city, state, zip code)

Gorove/Slade Associates, Inc., 1140 Connecticut Ave., NW, Suite 700, Washington, DC 20036

Description of Corporation:

X *There are 100 or fewer shareholders and all shareholders are listed below.*

 There are more than 100 shareholders, and all shareholders owning 10% or more of any class of stock issued by said corporation are listed below.

 There are more than 100 shareholders but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

 There are more than 500 shareholders and stock is traded on a national or local stock exchange.

Names of Shareholders:

SHAREHOLDER NAME (First, M.I., Last)	SHAREHOLDER NAME (First, M.I., Last)
Christopher M. Tacinelli	
Chad A. Baird	
Daniel B. VanPelt	
Erwin N. Andres	

Names of Officers and Directors:

NAME (First, M.I., Last)	Title (e.g. President, Treasurer)

Check if applicable:

 There is additional Corporation Information. See Attachment to Paragraph C-2.

3. **PARTNERSHIP INFORMATION**

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

Cooley LLP, 11951 Freedom Drive, Suite 1500, Reston, VA 20190

X (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

<i>NAME</i> (First, M.I., Last)	<i>Title</i> (e.g. General Partner, Limited Partner, etc)
Jane K. Adams	Partner
Gian-Michele a Marca	Partner
Maureen P. Alger	Partner
Thomas R. Amis	Partner
Mazda K. Antia	Partner
Gordon C. Atkinson	Partner
Michael A. Attanasio	Partner
Jonathan P. Bach	Partner
Celia Goldwag Barenholtz	Partner
Frederick D. Baron	Partner
James A. Beldner	Partner

Check if applicable:

X Additional Partnership information attached. See Attachment to Paragraph C-3.

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)	NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Keith J. Berets	Partner	Sonya F. Erickson	Partner
Laura A. Berezin	Partner	Lester J. Fagen	Partner
Russell S. Berman	Partner	Brent D. Fassett	Partner
Connie N. Bertram	Partner	David J. Fischer	Partner
Laura Grossfield Birger	Partner	M. Wainwright Fishburn, Jr.	Partner
Elias J. Blawie	Partner	Daniel W. Frank	Partner
Ian B. Blumenstein	Partner	Richard H. Frank	Partner
Barbara L. Borden	Partner	Alison J. Freeman-Gleason	Partner
Jodie M. Bourdet	Partner	William S. Freeman	Partner
Wendy J. Brenner	Partner	Steven L. Friedlander	Partner
Matthew J. Brigham	Partner	Thomas J. Friel, Jr.	Partner
Robert J. Brigham	Partner	Koji F. Fukumura	Partner
James P. Brogan	Partner	James F. Fulton, Jr.	Partner
Nicole C. Brookshire	Partner	William S. Galliani	Partner
Alfred L. Browne, III	Partner	Stephen D. Gardner	Partner
Matthew D. Brown	Partner	Jon E. Gavenman	Partner
Matthew T. Browne	Partner	John M. Geschke	Partner
Robert T. Cahill	Partner	Kathleen A. Goodhart	Partner
Antonio J. Calabrese	Partner	Lawrence C. Gottlieb	Partner
Linda F. Callison	Partner	Shane L. Goudey	Partner
Christopher C. Campbell	Partner	William E. Grauer	Partner
Roel C. Campos	Partner	Jonathan G. Graves	Partner
William Lesse Castleberry	Partner	Kimberley J. Kaplan-Gross	Partner
Lynda K. Chandler	Partner	Paul E. Gross	Partner
Dennis (nmi) Childs	Partner	Kenneth L. Guernsey	Partner
Ethan E. Christensen	Partner	Patrick P. Gunn	Partner
Samuel S. Coates	Partner	Jeffrey M. Gutkin	Partner
Alan S. Cohen	Partner	Zvi (nmi) Hahn	Partner
Jeffrey L. Cohen	Partner	John B. Hale	Partner
Thomas A. Coll	Partner	Andrew (nmi) Hartman	Partner
Joseph W. Conroy	Partner	Bernard L. Hatcher	Partner
Jennifer B. Coplan	Partner	Matthew B. Hemington	Partner
Carolyn L. Craig	Partner	Cathy Rae Herschopf	Partner
John W. Crittenden	Partner	John (nmi) Hession	Partner
Janet L. Cullum	Partner	Gordon K. Ho	Partner
Nathan K. Cummings	Partner	Suzanne Sawochka Hooper	Partner
John A. Dado	Partner	Mark M. Hrenya	Partner
Craig E. Dauchy	Partner	Christopher R. Hutter	Partner
Wendy (nmi) Davis	Partner	Jay R. Indyke	Partner
Renee R. Deming	Partner	Craig D. Jacoby	Partner
Darren K. DeStefano	Partner	Chrystal N. Jensen	Partner
Scott D. Devereaux	Partner	Eric C. Jensen	Partner
Jennifer Fonner DiNucci	Partner	Mark L. Johnson	Partner
Michelle C. Doolin	Partner	Robert L. Jones	Partner
John C. Dwyer	Partner		
Eric S. Edwards	Partner		
Robert L. Eisenbach, III	Partner		

Check if applicable:

X Additional information for Item C-3 is included on an additional copy of page C-3.

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)	NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Barclay J. Kamb	Partner	Timothy J. Moore	Partner
Richard S. Kanowitz	Partner	Webb B. Morrow, III	Partner
Jeffrey S. Karr	Partner	Howard (nmi) Morse	Partner
Scott L. Kaufman	Partner	Kevin P. Mullen (former)	Partner
Sally A. Kay	Partner	Frederick T. Muto	Partner
Heidi (nmi) Keefe	Partner	Ryan (nmi) Naftulin	Partner
J. Michael Kelly	Partner	Stephen C. Neal	Partner
Kevin F. Kelly	Partner	Alison (nmi) Newman	Partner
Jason L. Kent	Partner	William H. O'Brien	Partner
Kristen D. Kercher	Partner	Thomas D. O'Connor	Partner
Charles S. Kim	Partner	Ian (nmi) O'Donnell	Partner
James C. Kitch	Partner	Kathleen (nmi) Pakenham	Partner
Michael J. Klisch	Partner	Vincent P. Pangrazio	Partner
Jason (nmi) Koral	Partner	Nikesh (nmi) Patel	Partner
Barbara A. Kosacz	Partner	Timothy G. Patterson	Partner
Kenneth J. Krisko	Partner	Amy E. Paye	Partner
John S. Kyle	Partner	Anne H. Peck	Partner
Mark (nmi) Lambert	Partner	D. Bradley Peck	Partner
John G. Lavoie	Partner	Susan Cooper Philpot	Partner
Robin J. Lee	Partner	Benjamin D. Pierson	Partner
Ronald S. Lemieux	Partner	Frank V. Pietrantonio	Partner
Natasha V. Leskovsek	Partner	Mark B. Pitchford	Partner
Shira Nadich Levin	Partner	Michael L. Platt	Partner
Alan (nmi) Levine	Partner	Christian E. Plaza	Partner
Michael S. Levinson	Partner	Lori R.E. Ploeger	Partner
Elizabeth L. Lewis	Partner	Thomas F. Poche	Partner
Michael R. Lincoln	Partner	Anna B. Pope	Partner
James C. T. Linfield	Partner	Marya A. Postner	Partner
David A. Lipkin	Partner	Steve M. Przesmicki	Partner
Chet F. Lipton	Partner	Seth A. Rafkin	Partner
Cliff Z. Liu	Partner	Frank F. Rahmani	Partner
Samuel M. Livermore	Partner	Marc (nmi) Recht	Partner
Douglas P. Lobel	Partner	Thomas Z. Reicher	Partner
J. Patrick Loofbourrow	Partner	Michael G. Rhodes	Partner
Mark C. Looney	Partner	Michelle S. Rhyu	Partner
Robert B. Lovett	Partner	John W. Robertson	Partner
Andrew P. Lustig	Partner	Julie M. Robinson	Partner
Michael X. Marinelli (former)	Partner	Ricardo (nmi) Rodriguez	Partner
John T. McKenna	Partner	Richard S. Rothberg	Partner
Bonnie Weiss McLeod	Partner	Adam J. Ruttenberg	Partner
Mark A. Medearis	Partner	Thomas R. Salley, III	Partner
Daniel P. Meehan	Partner	Richard S. Sanders	Partner
Beatriz (nmi) Mejia	Partner	Glen Y. Sato	Partner
Erik B. Milch	Partner		
Keith A. Miller	Partner		
Robert H. Miller	Partner		
Chadwick L. Mills	Partner		
Brian E. Mitchell	Partner		
Patrick J. Mitchell	Partner		
Ann M. Mooney	Partner		

Check if applicable:

X Additional information for Item C-3 is included on an additional copy of page C-3.

NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)	NAME (First, M.I., Last)	Title (e.g. General Partner, Limited Partner, etc)
Martin S. Schenker	Partner	John H. Toole	Partner
Joseph A. Scherer	Partner	Robert J. Tosti	Partner
William J. Schwartz	Partner	Michael S. Tuscan	Partner
Audrey K. Scott	Partner	Edward Van Geison	Partner
John H. Sellers	Partner	Miguel J. Vega	Partner
Ian R. Shapiro	Partner	Erich E. Veitenheimer, III	Partner
Michael N. Sheetz	Partner	Aaron J. Velli	Partner
Jordan A. Silber	Partner	Robert R. Vieth	Partner
Brent B. Siler	Partner	Lois K. Voelz	Partner
Gregory A. Smith	Partner	Kent M. Walker	Partner
Colleen P. Gillis Snow	Partner	David A. Walsh	Partner
Whitty (nmi) Somvichian	Partner	David M. Warren	Partner
Mark D. Spoto	Partner	Mark B. Weeks	Partner
Wayne O. Stacy	Partner	Steven K. Weinberg	Partner
Neal J. Stephens	Partner	Mark (nmi) Weinstein	Partner
Donald K. Stern	Partner	Thomas S. Welk	Partner
Michael D. Stern	Partner	Peter H. Werner	Partner
Anthony M. Stiegler	Partner	Christopher A. Westover	Partner
Steven M. Strauss	Partner	Francis R. Wheeler	Partner
Myron G. Sugarman	Partner	Brett D. White	Partner
Christopher J. Sundermeier	Partner	Peter J. Willsey	Partner
Ronald R. Sussman	Partner	Mark (nmi) Winfield-Hansen	Partner
C. Scott Talbot	Partner	Nancy H. Wojtas	Partner
Mark P. Tanoury	Partner	Jessica R. Wolff	Partner
Philip C. Tencer	Partner	Nan (nmi) Wu	Partner
Gregory C. Tenhoff	Partner	Babak "Bo" (nmi) Yaghmaie	Partner
Michael E. Tenta	Partner	Mavis L. Yee	Partner
Timothy S. Teter	Partner	Kevin J. Zimmer	Partner
		ADDITIONS:	
		Kevin M. King	Partner

Check if applicable:

X Additional information for Item C-3 is included on an additional copy of page C-3.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

Cabot Industrial Properties, L.P., 875 N. Michigan Ave., Chicago, IL 60611

☐ (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

NAME <i>(First, M.I., Last)</i>	Title <i>(e.g. General Partner, Limited Partner, etc)</i>
Cabot Industrial Holdings, LLC	General Partner
Cabot LPI, LLC	Limited Partner

Check if applicable:

X Additional Partnership information attached. See Attachment to Paragraph C-3.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

DEXUS Industrial Trust (DIT), Level 9, 343 George St., Sydney NSW 2000, Australia

 (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

NAME <i>(First, M.I., Last)</i>	Title <i>(e.g. General Partner, Limited Partner, etc)</i>
AREIT "DEXUS Property Group" (DXS)	General Partner

Check if applicable:

 X Additional Partnership information attached. See Attachment to Paragraph C-3.

3. PARTNERSHIP INFORMATION

The following constitutes a listing of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in the affidavit.

Partnership name and address: (complete name, street address, city, state, zip)

DEXUS Diversified Trust (DDF), Level 9, 343 George St., Sydney NSW 2000, Australia

☐ (check if applicable) The above-listed partnership has no limited partners.

Names and titles of the Partners:

NAME <i>(First, M.I., Last)</i>	Title <i>(e.g. General Partner, Limited Partner, etc)</i>
AREIT "DEXUS Property Group" (DXS)	General Partner

Check if applicable:

☐ Additional Partnership information attached. See Attachment to Paragraph C-3.

4. **ADDITIONAL INFORMATION**

- a. One of the following options **must** be checked:

___ In addition to the names listed in paragraphs C. 1, 2, and 3 above, the following is a listing of any and all other individuals who own in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

X Other than the names listed in C. 1, 2 and 3 above, no individual owns in the aggregate (directly as a shareholder, partner, or beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE of the land:

Check if applicable:

___ Additional information attached. *See Attachment to Paragraph C-4(a).*

- b. That no member of the Loudoun County Board of Supervisors, Planning Commission, Board of Zoning Appeals or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or though an interest in a partnership owning such land, or as beneficiary of a trust owning such land.

EXCEPT AS FOLLOWS: (If none, so state). None.

Check if applicable:

___ Additional information attached. *See Attachment to Paragraph C-4(b).*

- c. That within the twelve-month period prior to the public hearing for this application, no member of the Loudoun County Board of Supervisors, Board of Zoning Appeals, or Planning Commission or any member of his immediate household, either individually, or by way of partnership in which any of them is a partner, employee, agent or attorney, or through a partner of any of them, or through a corporation (as defined in the Instructions at Paragraph B.3) in which any of them is an officer, director, employee, agent or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has or has had any business or financial relationship (other than any ordinary customer or depositor relationship with a retail establishment, public utility, or bank), including receipt of any gift or donation having a value of \$100 or more, singularly or in the aggregate, with or from any of those persons or entities listed above.

EXCEPT AS FOLLOWS: (If none, so state). None.

Check if applicable:

___ Additional information attached. *See Attachment to Paragraph C-4(c).*

D. COMPLETENESS

That the information contained in this affidavit is complete, that all partnerships, corporations (as defined in Instructions, Paragraph B.3), and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, OR LESSEE of the land have been listed and broken down, and that prior to each hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including any gifts or business or financial relationships of the type described in Section C above, that arise or occur on or after the date of this Application.

WITNESS the following signature:

Molly M. Novotny
check one: ☐ Applicant or ☒ Applicant's Authorized Agent

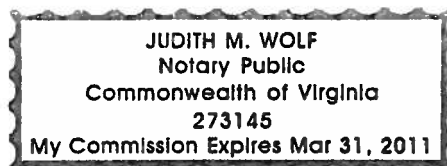
Molly M. Novotny, Senior Urban Planner
(Type or print first name, middle initial and last name and title of signee)

Subscribed and sworn before me this 21st day of December 2010, in the
State/Commonwealth of Virginia, in the County/City of Fairfax.

Judith M. Wolf
Notary Public

My Commission Expires: 3/31/2011

448178 v6/RE



SPEX 2010-0022

CIT Guilford Drive LLC
44633 and 44645 Guilford Drive and 21641 Beaumeade Circle, Ashburn

Statement of Justification
August 20, 2010
Revised December 6, 2010



I. APPLICATION OVERVIEW

CIT Guilford Drive LLC (the "Applicant") is the owner of three parcels of land within Beaumeade Corporate Park: 44633 Guilford Drive, 44645 Guilford Drive and 21641 Beaumeade Circle, all in Ashburn (the "Property"). The Applicant is seeking approval of a Special Exception ("SPEX") to allow 100% office uses on the three parcels, which collectively measure 13.67 acres, up to a 0.6 FAR.

II. PROPERTY LOCATION

The Property is part of Beaumeade Corporate Park and is located on the south side of Guilford Drive. All three parcels are developed with one-story buildings, two of which are at least partially occupied by commercial or warehouse users. The third building is the former location of the Old Dominion Brewery.

The three parcels are further identified as Tax Map 80 Parcel 7 Lot 19 (MCPI: 060-29-0632), Tax Map 80 Parcel 7 Lot 18 (MCPI: 060-29-2809), and Tax Map 80 Parcel 7 Lot 9 (MCPI: 060-19-3174). The Property is located within the Ashburn community of the Suburban Policy Area and is planned for Business Uses pursuant to the Revised General Plan (the "RGP"). It is further located in the Dulles Election District and within the Route 28 Tax District.

III. BACKGROUND AND ZONING PROPOSAL

The Property is part of Beaumeade Corporate Park, which was rezoned to the Planned Development – Industrial Park ("PD-IP") zoning district in 1986 and has developed accordingly into an office/industrial park. Two parcels are zoned under the Revised 1993 Loudoun County Zoning Ordinance ("Zoning Ordinance"); the middle parcel is subject to a ZRTD that is being processed now to convert it from the 1972 Loudoun County Zoning Ordinance to the Revised 1993 Loudoun County Zoning Ordinance.

There are three buildings on the Property, the western most one is best known as the former home to the Old Dominion Brewery restaurant and brewery, a 48,635 square foot building. The brewery was purchased by Anheuser-Busch in 2007, and the building was vacated in 2008. The middle building is slightly larger at 51,550 square feet and, like its neighbor to the east, which measures 79,501 square feet, is occupied with commercial and warehouse tenants.

Office uses, and therefore data centers, are recognized as appropriate uses in the PD-IP zoning district and can occupy 49 percent of a project provided the building meets the specifications of Section 5-607, Flex Industrial Uses. To occupy up to 100 percent of a project with office uses at an FAR up to 0.6, the County requires a special exception in the PD-IP zoning district, which is being requested. Despite requesting 100 percent office use for the Property, the Applicant has agreed to limit traditional office development to the by-right 49 percent and only allow data center uses to reach 100 percent.

IV. COMPLIANCE WITH THE REVISED GENERAL PLAN

The proposed office and data center use is consistent with the Business Community designation and the goals as defined in the RGP. Located within Beaumeade Corporate Park, the existing buildings will continue to complement their adjacent neighbors and the use is consistent with others within the larger business/light industrial park. Further, the RGP recognizes that within Beaumeade Corporate Park, a 100 percent office/data center use like the one proposed here, could be particularly appropriate and achievable on small parcels, such as the ones that comprise the Property. Despite the single proposed use, the larger Beaumeade Corporate Park maintains a strong mix of office and industrial uses as envisioned in the RGP.

V. TRANSPORTATION

The requested special exception would greatly reduce the number of trips to and from the Property as compared to the previous uses. Offices and data centers attract fewer trips than retail uses, especially restaurants and bars. Importantly, the re-use of the brewery as a data center will result in markedly fewer employees and visitors frequenting that parcel. Furthermore, the potential to re-tenant all of the buildings with data center uses, rather than the industrial and commercial tenants there today, would subsequently reduce those trips.

VI. SUMMARY

The proposed data center and office use is consistent with the RGP and the Zoning Ordinance. The application facilitates the re-use of vacant and under-performing buildings with tax-generating uses that attract fewer vehicular trips and achieves a mutually beneficial outcome for both the Applicant and Loudoun County.

ISSUES FOR CONSIDERATION
1993 ZONING ORDINANCE SECTION 6-1310

Issue A: *Whether the proposed special exception is consistent with the Comprehensive Plan.*

The proposed data center use is consistent with the Business Community designation and the goals as defined in the RGP. Located within Beaumeade Corporate Park, the buildings will continue to complement adjacent neighbors and the use is consistent with others within the larger business/light industrial park. Further, the RGP recognizes that a 100 percent office/data center use can be particularly appropriate and achievable on small parcels, such as the three that make up the Property, within Beaumeade Corporate Park. Despite the single proposed use, the larger Beaumeade Corporate Park maintains a strong mix of office and industrial uses as envisioned in the RGP.

Issue B: *Whether the proposed special exception will adequately provide for safety from fire hazards and have effective measures of fire control.*

The buildings are and will continue to comply with all applicable fire safety and building requirements.

Issue C: *Whether the level and impact of any noise emanating from the site, including that generated by the proposed use, negatively impacts the uses in the immediate area.*

The adjacent developments are predominately office or flex warehouse uses with a similar potential to generate noise. Notwithstanding the above, the site will meet the noise standards specified within the Zoning Ordinance.

Issue D: *Whether the glare or light that may be generated by the proposed use negatively impacts uses in the immediate area.*

The Applicant will retain any existing lighting fixtures on or proximate to the building, but to the extent that any additional lighting is installed, it will be fully shielded and shall be designed and constructed to preclude light trespass onto adjoining properties, glare to passersby, skyglow, and deterioration of the nighttime environment.

Issue E: *Whether the proposed use is compatible with other existing or proposed uses in the neighborhood, and adjacent parcels.*

The proposed use is consistent with the intent of Beaumeade Corporate Park and compatible with the adjacent offices and data centers.

Issue F: *Whether [there is] sufficient existing or proposed landscaping, screening and buffering on the site and in the neighborhood to adequately screen surrounding uses.*

The Property is well screened with a significant, substantial tree line along the northern and western edges and additional trees along the eastern frontage. Parking lot landscaping of mature trees is located where buffers are not appropriate between the buildings and because of the Property's relationship with Guilford Drive.

Issue G: *Whether the proposed special exception will result in the preservation of any topographic or physical, natural, scenic, archaeological or historic feature of significant importance.*

The site is already developed and largely impervious. There are no known archaeological or historic features on site.

Issue H: *Whether the proposed special exception will damage existing animal habitat, vegetation, water quality (including groundwater) or air quality.*

The Property does not contain any significant animal habitats or vegetation. Water quality will be maintained per the Loudoun County's Facility Standards Manual guidelines.

Issue I: *Whether the proposed special exception at the specified location will contribute to or promote the welfare or convenience of the public.*

The proposed use is consistent with the vision for Beaumeade Corporate Park as an office and industrial business park and the guidance of the RGP. Furthermore, the proposed data center will provide jobs proximate to Loudoun's eastern neighborhoods and substantial tax benefits for the County.

Issue J: *Whether the traffic expected to be generated by the proposed use will be adequately and safely served by roads, pedestrian connections and other transportation services.*

The proposed use will generate minimal traffic that can easily be accommodated by the well-developed existing road network. Additionally, the previous occupant of the western-most building already contributed toward a future signal at Beaumeade Circle and Loudoun County Parkway.

Issue K: *Whether, in the case of existing structures proposed to be converted to uses requiring a special exception, the structures meet all code requirements of Loudoun County.*

The existing buildings meet all code requirements.

Issue L: *Whether the proposed special exception will be served adequately by essential public facilities and services.*

The existing buildings are adequately served by public utilities.

Issue M: *The effect of the proposed special exception on groundwater supply.*

There is no anticipated effect on the County's groundwater supply.

Issue N: *Whether the proposed use will affect the structural capacity of the soils.*

The Property is already developed and largely impervious. No impact to the structural capacity of the soils is anticipated.

Issue O: *Whether the proposed use will negatively impact orderly and safe road development and transportation.*

The proposed project will not negatively impact orderly or safe road development and transportation.

Issue P: *Whether the proposed special exception use will provide desirable employment and enlarge the tax base by encouraging economic development activities consistent with the Comprehensive Plan.*

The proposed special exception will convert vacant and under-utilized buildings into tax-generating, employment-providing uses consistent with the Revised General Plan.

Issue Q: *Whether the proposed special exception considers the needs of agriculture, industry, and business in future growth.*

The proposed special exception facilitates industry and business growth in the County, and quickly. By re-using existing buildings, the Property can more quickly generate tax dollars than if the Applicant would build from scratch.

Issue R: *Whether adequate on and offsite infrastructure is available.*

Any needed infrastructure is readily available.

Issue S: *Any anticipated odors which may be generated by the uses on-the site, and which may negatively impact adjacent uses.*

The proposed use is not anticipated to generate any odors.

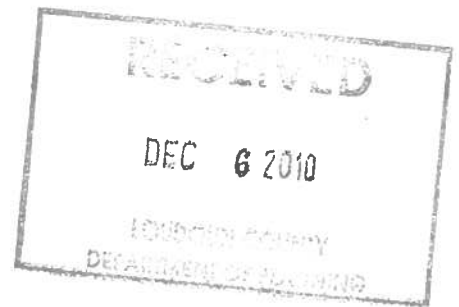
Issue T: *Whether the proposed special exception uses sufficient measures to mitigate the impact of construction traffic on existing neighborhoods and school areas.*

There are no proximate neighborhoods or County schools to the Property and any construction traffic is expected to be minimal.

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Molly M. Novotny
(703) 456-8105
mnovotny@cooley.com



December 3, 2010

Kate McConnell Project Manager
Loudoun County Planning
1 Harrison Street, S.E.; 3rd Floor
P.O. Box 7000
Leesburg, VA 20177-7000

RE: CIT Guilford Drive Response Letter ZRTD 2010-0002 and SPEX 2010-0022

Dear Kate:

On behalf of CIT Guilford Drive LLC (the "Applicant"), I write to respond to Loudoun County's first round referral comments for the above-referenced applications. Each of the comments is summarized below in italics and followed by our responses. Also, enclosed with this response letter, please find 4 copies of both the revised Special Exception Plat for increased FAR in the PD-OP District and the revised ZRTD Plat.

Zoning Comments SPEX (dated November 19, 2010)

1. *At this time, no critical zoning issues are associated with this application.*

Response: Comment appreciated and acknowledged.

2. *Please update the application number on all sheets as necessary to reference the application number SPEX-2010-0022.*

Response: The application number has been added as requested.

3. *Sheet 1 – Update General Notes 1 to update the ZRTD application number to ZRTD-2010-0002.*

Response: The application number has been added as requested.

4. *The request for an increase in the FAR from 0.40 to 0.60, will be applicable to both the Special Exception office use and any by-right uses developed on the property. It is important to note that at the time of site plan for any building expansions, the applicant will need to demonstrate sufficient parking will be provided as a result of this increase.*



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Response: The Applicant is aware that it will need to park the property for the specific use, be it data center, or traditional office, at time of site plan. The SPEX plat shows ample parking for data center use; if traditional office is desired instead, parking will be shown at time of site plan for that use. A note has been added to the Plat to clarify this intent.

5. *The applicant has requested a modification of Section 4-505(B)(3) which regulates the Yards Adjacent to Other Nonresidential Districts. This section applies when a parcel is adjacent to an OTHER nonresidential zoned parcel. When adjacent parcels are zoned PD-IP, as is the case for the internal yard lines, the yard requirement in Section 4-505(B)(3) does not apply. Remove the modification request from the application, including the Statement of Justification and note 3 on the Special Exception plat. It is important to note the requirements of Section 5-1400, Buffering and Screening, will still need to be met if applicable.*

Response: Comment acknowledged and appreciated. The modification has been removed as requested.

Zoning Comments ZRTD (dated October 21, 2010)

1. *At this time, no critical zoning issues are associated with this application.*

Response: Comment appreciated and acknowledged.

2. *Please update the application number on all sheets as necessary to reference the application number ZRTD-2010-0002.*

Response: The application number has been added as requested.

3. *Sheet 3 – The Concept Development Plan – Zoning Tabulations Section 4-505(B)(4)(B) contains an extra character in the word individual.*

Response: The typo has been corrected.

4. *Sheet 3 – Zoning Tabulations – Update the plat to include a maximum building height.*

Response: Maximum building height has been added to the Zoning Tabulations.

5. *Sheet 3 – Concept Development Plan – Delineate and label the required yards as required in Section 4-500.*



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Response: The yards have been added as requested.

6. *Staff requests to see proffers in conjunction with the second submission for the application.*

Response: As this is a ZRTD application, the standard County proffer applies for Zoning Conversions.

Planning Comments SPEX (dated November 19, 2010)

1. *Approval of the proposed Special Exception may result in a greater imbalance of office and light industrial uses within Beaumeade Corporate Park and further deviations from the specified Light Industrial land use mix in the Revised General Plan. Staff recommends that the Applicant provide information regarding the land use mix for Beaumeade Corporate Park and how increasing the FAR on this parcel relates to the Light Industrial land use mix policies. Staff would support a Condition of Approval that limits the amount of traditional office that can be developed on the subject property to 40 percent, consistent with the land use mix policies.*

Staff also recommends confirmation of the size of the westernmost building on the subject property. The application states that the building contains 48,635 square feet while County records show it as having 49,261 square feet.

Response: The Applicant looks forward to working with staff on a condition of approval that limits traditional office to the percentage permitted by the zoning ordinance (49% per Section 5-608(D)), while allowing data center uses to develop at 100% up to a 0.6 FAR. The Applicant has corrected the size of the building on the plat, as requested.

2. *Staff encourages the Applicant to provide a public open space on the property that will be an amenity for employees, such as an outdoor meeting spot, a small plaza with seating, or a picnic area.*

Staff further recommends that additional open space be provided on the property to mitigate the expansion of impervious surfaces as well as compensate for the proposed buffer reduction, in compliance with Plan policies. Staff would support the use of bioretention areas within remaining buffers, as recommended in the Environmental Review Team's November 12, 2010 referral.

Response: The Applicant is not proposing reduced buffers nor expanding impervious areas. Any area of building expansion would replace existing asphalt parking spaces. That said, the Applicant will commit to provide at least one outdoor area with a picnic table for employees to gather and eat their lunch or enjoy time outdoors.

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3. *Staff requests confirmation that no wetlands are located on the subject property.*

Staff further recommends that the site's existing moderately steep slopes be depicted on the Special Exception plat. If the depicted "area of possible building expansion, parking and loading" coincides with moderately steep slope areas, then a Condition of Approval specifying special performance standards for development within this area may be appropriate.

Response: The County's database does not depict wetlands on the site. Furthermore, any building expansion would replace asphalt, not pervious area and therefore would not increase the site's imperviousness. The slopes on the property are all manmade and are on the edges of the property in a similar fashion to a berm. Regardless, any expansion is not intended to impact these slopes.

4. *Staff recommends a condition specifying that any additional exterior lighting installed on the Property shall be full cutoff and fully shielded light fixtures as defined by the Illuminating Engineering Society of North America (IESNA). Light shall be directed inward and downward toward the interior of the property, away from nearby properties.*

Response: The Applicant will agree to a condition that any additional exterior lighting shall be designed to be full cutoff and fully shielded as defined by the Illuminating Engineering Society of North America (IESNA) and shall be directed inward and downward toward the interior of the property, to prevent spillover to adjacent properties.

5. *Staff requests additional information regarding potential noise impacts that may be generated by backup generators associated with the proposed data center uses. If noise impacts are anticipated, then staff recommends that a Condition of Approval be drafted ensuring that adjacent and nearby properties are not adversely affected.*

Response: Many properties throughout Beaumeade Corporate Park are used for similar, compatible uses, with generators located adjacent to those buildings. The Applicant does not anticipate any dissimilar noise to that which already exists today; and actually expects the noise level to be less than that produced by the brewer. Notwithstanding the above, the Applicant will screen the generators to ensure adjacent and nearby properties are not adversely affected.

6. *Staff recommends that the Applicant provide a more detailed design of the proposed site layout and building expansions, if available. Specific Conditions of Approval should also be developed to ensure that any physical changes to the*

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property associated with this application will be consistent with the Light Industrial design guidelines of the Revised General Plan. Staff recommends conditions ensuring that the architecture of any building expansions will complement and be of a similar quality and style as the existing buildings and that mechanical equipment (i.e. generators, chilling plants, etc.) and dumpsters shall be screened from adjacent properties.

Response: Any expansion will be styled similarly to the existing buildings and will be designed to be harmonious. The Applicant looks forward to working with staff on a condition addressing architecture and screening requirements.

7. *In order to facilitate pedestrian and bicycle access, staff recommends that 5-foot trails/sidewalks be provided along Guilford Drive and Beaumeade Circle. Staff also recommends that the application commit to enhanced pedestrian crosswalks that include raised crosswalks and/or changes in textures, patterns and colors to distinguish between pedestrian and vehicular movement as well as a sufficient amount of bicycle parking. Lastly, staff encourages the Applicant to consider the provision of showers, clothing lockers, and changing rooms.*

Internal pedestrian travelways should be provided as needed to ensure pedestrian comfort and safety and connect to existing and expanded buildings as well as any public space that is provided.

Response: The specific use of the Property as a data center means fiberoptics and other infrastructure exist underground, specifically along the Property's boundaries with Beaumeade Circle and Guilford Drive. These utilities are accessed regularly, and in fact are flagged presently indicating ongoing work. The Applicant is extremely worried about the conflict the suggested trail or sidewalk would create with this critical infrastructure and the need to access it. Data centers require extremely few employees, as evidenced by the County's diminutive parking requirements, and the Applicant does not anticipate that showers or changing rooms would be a desired amenity for those few employees.

Planning Comments ZRTD (dated October 22, 2010)

1. *Staff recommends approval of the zoning conversion.*

Response: The Applicant acknowledges and appreciates the comment.

Transportation Comments SPEX (dated November 10, 2010)

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1. *Based on the Applicant's traffic study, the proposed use would reduce traffic on the adjacent road network when compared to the approved PD-IP uses on the site. At the same time, the Applicant's traffic study notes that a traffic signal is needed at the Loudoun County Parkway/Beaumeade Circle (south) intersection. This intersection was not originally proffered for a traffic signal from the original Beaumeade development. However, traffic has grown significantly on Loudoun County Parkway since the approval of the Beaumeade development. Given that the Applicant's peak hour traffic makes up approximately 2.2 % (107 vehicle trips) of the overall (4,734 vehicle trips) AM and PM traffic at this intersection, a fair-share contribution of \$6,600 is recommended towards a signal at this intersection. This is based on an estimated signal cost of \$300,000 at the Loudoun County Parkway/Beaumeade Circle (south) intersection.*

Response: A previous Special Exception was approved on the western-most parcel to expand an existing brew pub, a much more intensive use in regards to traffic, than the proposed data center. As part of that application, the property owner contributed \$4,110 toward the above-referenced signal. That use has since vacated the property. Therefore, as part of this application, the Applicant will agree to contribute the difference between the requested \$6,600 and the already-paid \$4,110 for a contribution at time of zoning permit of \$2,490.

2. *In order for the assumed trip generation figures to be realized, additional office uses on the site above the amount currently allowed by-right must be limited to data center uses only. A condition of approval to this effect should be included with the application.*

Response: The Applicant will agree to a condition that limits traditional office to the by-right amount.

3. *In order to facilitate pedestrian access, it is recommended that the Applicant provide a 5-foot trail/sidewalk along the site frontage along Guilford Drive and Beaumeade Circle.*

Response: As stated above, the Applicant is extremely concerned that the requested sidewalk or trail would be in direct conflict with the ability to access the fiber optics and other infrastructure that exist underground, specifically along the parcels' boundaries with Beaumeade Circle and Guilford Drive.

Transportation Comments ZRTD (dated October 19, 2010)

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1. *The specific uses proposed with this application have not been detailed. OTS understands that zoning conversions typically do not involve a specified land use and that the Board of Supervisors wishes to facilitate the conversions by not requiring detailed plans and studies. Therefore, OTS is not making specific observations and recommendations regarding traffic impacts for this proposed conversion.*

Response: Comment acknowledged.

2. *Due to the absence of specific development information, the Applicant's concept development plan cannot be evaluated for specific transportation related improvements. Therefore, it is unclear what site-specific transportation related improvements would be needed.*

Response: Comment acknowledged. The Applicant has provided this level of detail in the SPEX application, on which OTS commented.

Environmental Review Team SPEX (dated November 12, 2010)

1. Staff recommends attenuation of the noise produced by proposed backup generators to ensure that adjacent parcels are not adversely affected, in order to address Revised 1993 Zoning Ordinance section 5-1507. The site is adjacent to existing civic (church) and office uses.

Response: As stated above, many properties throughout Beaumeade Corporate Park are used for similar, compatible uses, with generators located adjacent to those buildings. The Applicant does not anticipate any dissimilar noise to that which already exists today, and actually expects the noise level to be less than that produced by the brewer. Notwithstanding the above, the Applicant will screen the generators to ensure adjacent and nearby properties are not adversely affected.

2. *Staff recommends the following measures to promote bicycle and pedestrian mobility as a commuting option, given the property's proximity to the Washington and Old Dominion Trail:*
 - *Multi-use trails along frontage with Guilford Drive and Beaumeade Circle.*
 - *Making on-site bicycle storage, changing, and shower facilities available. Amounts of storage and shower facilities recommended by Leadership in Energy and Environmental Design (LEED) standards include secure bicycle storage for 3-percent of all building occupants and shower and changing facility space for 0.5-percent of full time employee occupants. This recommendation is consistent*



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with Bicycle and Pedestrian Policy 10 on Page 2-10 of the Revised Countywide Transportation Plan.

Response: Data centers require very few employees and therefore little need for specific recreational amenities on site.

3. *The proposed special exception plat depicts a net loss of open space with the higher floor to area ratio. Narrower buffers are shown fronting Guilford Drive and Beaumeade Circle. To mitigate the expansion of impervious surfaces due to redevelopment, staff recommends that stormwater design be included with redevelopment that provides best management practices for water quality. Specifically, staff strongly recommends use of bioretention areas with underdrains that can treat stormwater quality while also supporting vegetation within remaining buffers. Staff also encourages the harvesting and re-use of rooftop runoff.*

Response: The Applicant is not proposing to reduce the buffers along Guilford Drive or Beaumeade Circle and any expansion would replace impervious, surface parking spaces, not pervious areas. Therefore, there will not be an increase of impervious surfaces on the property.

4. *Related to issue for consideration H per Revised ZO Section 6-1310, staff inquires whether the development will use a well as backup water supply. Staff seeks to clarify the application's impact on groundwater.*

Response: The Applicant does not plan on having a backup water supply.

5. *Staff encourages outreach to Loudoun Water to consider use of reclaimed water for non-potable uses in the proposed data centers.*

Response: The Applicant left a message for Julie Atwell at Loudoun Water to discuss.

6. *Assuming that existing buildings will be demolished, staff encourages the reuse or salvaging of building materials on this site.*

Response: This project does not propose demolishing existing buildings. The three buildings will remain with any additional square footage being added to those buildings.

7. *Staff encourages design for heat recovery via a cogeneration system to minimize reliance on cooling towers. The County is also beginning a study of using waste heat from data centers as a utility for adjacent developments as part of the Energy Efficiency and Conservation Block Grant.*

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Response: The Applicant will continue to look at this concept and looks forward to talking with staff about this.

Loudoun Water SPEX (dated October 26, 2010)

1. *Extend a reclaimed-water main along the alignment illustrated in red on the attached aerial photo. Or, extend a reclaimed-water main along a similar alternative alignment as agreed upon with Loudoun Water. Connection to the reclaimed-water system will be addressed during construction plan review.*

Response: The Applicant has left a message for Julie Atwell at Loudoun Water to learn more about this request and has requested examples of other projects that have installed such water mains to better understand what the request entails.

Health Department SPEX (dated November 2, 2010)

1. *The Health Department recommends approval of this project. There are no facilities of interest to the Health Department.*

Response: Comment acknowledged and appreciated.

Department of Transportation SPEX (dated November 18, 2010)

1. *The application requests approval of 100% office uses. The text states that the intent is to develop data centers on the site, but does not exclude other, more intense office uses.*

Response: The Applicant will agree to a condition to limit traditional office uses to the flex-industrial, by-right allowance of 49% at a 0.4 FAR, while data center uses can develop at the property up to 100% at a 0.6 FAR.

2. *The traffic study compares data center use with the most intensive uses allowed by right under the current zoning. It does not compare the most intense uses allowed under the proposed special exception with the current warehouse and vacant uses.*

a) *Existing 131,051 sf warehouse and 48,635 sf vacant: 684 vpd ADT, 129 vph AM peak.*

b) *238,000 sf by-right flex; 1,956 vpd ADT, 285 vph AM peak.*

c) *357,000 sf proposed data center: 470 vpd ADT, 79 vph AM peak.*



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d) 357,000 sf allowable general office: 3,556 vpd, ADT, 519 AM peak.

Based on the traffic in a) and d) above, this application would require a Chapter 527 review submission, unless the application is limited to data center uses.

Response: As stated above, the Applicant will agree to a condition to limit traditional office uses to the by-right amount, while data center uses can develop at the property up to 100% at a 0.6 FAR.

Department of General Services SPEX (dated October 27, 2010)

1. *This project proposes to change the use of the buildings, therefore DGS has no comment.*

Response: Comment acknowledged and appreciated.

I hope and trust that these answers sufficiently address the comments. Please do not hesitate to contact me should you have any questions or need additional material.

Sincerely,

A handwritten signature in black ink that reads "Molly M. Novotny".

Molly M. Novotny
Senior Land Use Planner

460598 v1/RE

PROFFER STATEMENT
CIT Guilford Drive Parcels 9, 18 and 19
ZRTD 2010-0002
December 14, 2010

CIT Guilford Drive LLC, the owner of the properties described as Parcel 9 (PIN# 060-19-3174), Parcel 18 (PIN# 060-29-2809) and Parcel 19 (PIN# 060-29-0632) on Loudoun County Tax Map 80 ((7)) (the "Applicant") on behalf of itself and its successors in Interest, hereby voluntarily proffers that in the event that the above referenced parcels (the "Property") are rezoned by the Loudoun County Board of Supervisors (herein after referred to as the "County") to the Planned Development-Industrial Park zoning district as described in the Revised 1993 Loudoun County Zoning Ordinance as may be amended from time to time (the "Zoning Ordinance"), as substantially set forth in the Concept Development Plan dated August 24, 2010, with revisions through _____, 2010, and further described in its application ZRTD 2010-0002, the development of the Property shall be in substantial conformance with the following conditions, pursuant to Section 15.2-2300 of the CODE of VIRGINIA (1950) as amended. These proffer conditions are the only conditions offered on this rezoning, and any prior conditions applicable in the Property are hereby declared void and of no effect provided that these proffers shall become effective only upon final approval of the Zoning Map Amendment application ZRTD 2010-0002 submitted by the Applicant.

1. CONCEPT DEVELOPMENT PLAN

The development of the Property shall be in substantial conformance with Sheet 3, and any matters shown on any other sheets that are referenced on Sheet 3, of the plan set titled "CIT Guilford Drive LLC ZRTD 2010-0002", dated August 24, 2010, with revisions through _____, 2010, prepared by J2 Engineers, Inc. and incorporated herein by reference as Attachment 1. The sheet is more specifically identified as Sheet 3 – "Concept Development Plat." Sheet 3 (and any matters shown on any other sheets that are referenced on Sheet 3) shall control the general development, layout and configuration of the Property, provided that all requirements of Zoning Ordinance must be met and will take precedence over the Concept Development Plan.

ATTACHMENT 2

The undersigned hereby warrants that all the owners of a legal Interest of the Property have signed this proffer statement, that he/she has full authority to bind the Property to these conditions, either individually or jointly with the other owners affixing their signature hereto, and that the foregoing proffers are entered into voluntarily.

CIT GUILFORD DRIVE, LLC

a _____ limited liability company

_____(SEAL)
Signature

Name: _____

Title: _____

Date: _____

County/City of _____, State/Commonwealth of _____

I, the undersigned notary public, in and for the state and city/county aforesaid, do hereby certify that _____, whose name is signed to the foregoing instrument has acknowledged the same before me.

Subscribed and sworn to before me this _____ day of _____ 2010 .

My Commission Expires:

Date

Notary Public

The undersigned hereby warrants that all the owners of a legal Interest of the Property have signed this proffer statement, that he/she has full authority to bind the Property to these conditions, either individually or jointly with the other owners affixing their signature hereto, and that the foregoing proffers are entered into voluntarily.

_____, by

Signature

Name: _____

Title: _____

Date: _____

County of Loudoun, Commonwealth of Virginia

I, the undersigned notary public, in and for the state and city/county aforesaid, do hereby certify that _____, whose name is signed to the foregoing instrument has acknowledged the same before me.

Subscribed and sworn to before me this _____ day of _____ 2010.

My Commission Expires:

Date

Notary Public

